



SEPT.
NO. 51
12¢

CHALLENGERS OF THE UNKNOWN

"SMASH THE
SPONGE MAN...
or DIE!"

CO-STARRING
THE
SEA DEVILS!

DON'T! WE'RE
YOUR FRIENDS--
THE ONLY ONES
WHO CAN SAVE
YOU FROM THE
SEA DEVILS!



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CHALLENGERS OF THE UNKNOWN

"SMASH THE SPONGE MAN-- OR DIE"

**DON'T GO SWIMMING TODAY!
STAY OUT OF THE WATER!
SPONGE MAN IS ON THE
LOOSE!**

**THE SEA DEVILS
ARE SEARCHING THE SEAS
FOR HIM-- THE CHALLENGERS
ARE WAITING ON LAND FOR
HIM! YES, TWO GREAT
CRIME-FIGHTING TEAMS
ARE READY FOR THE
SINISTER SPONGE MAN--
ARE YOU?**

**WATCH OUT!
SPONGE MAN'S
HURLING THAT
MISSILE--AT
US!**

SCRAMBLE!

**NO USE--WE
CAN'T OUT-RACE
THAT!**

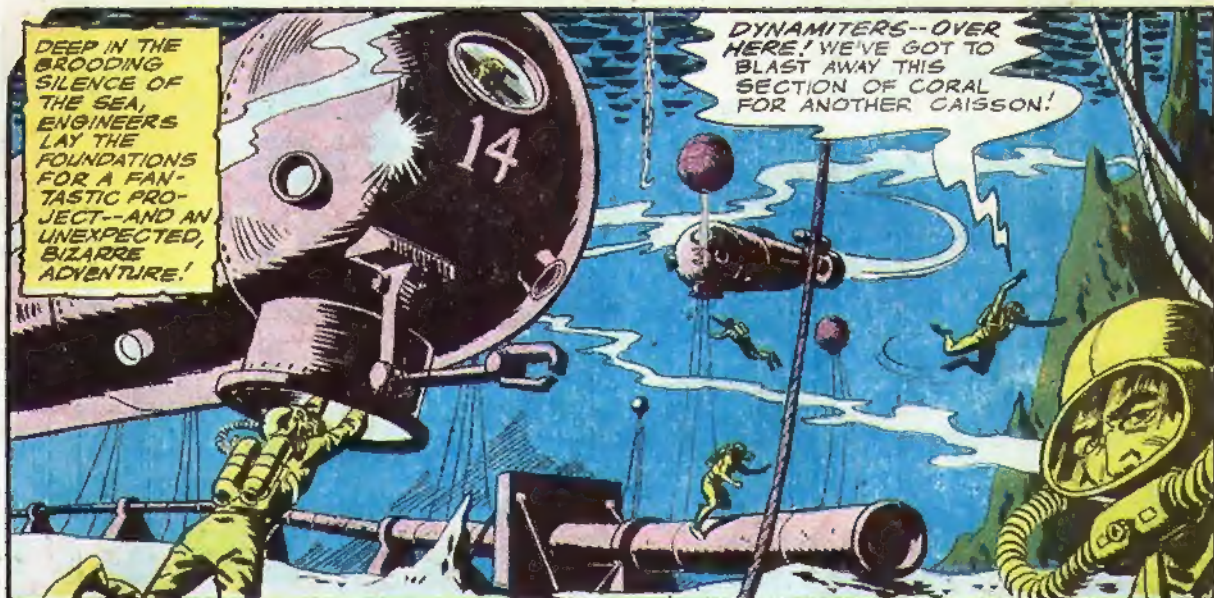
**ART BY= BOB BROWN
STORY BY= BILL FISHER**

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Printed
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U.S.A.

CHALLENGERS OF THE UNKNOWN, No. 51, Aug.-Sept., 1966. Published bi-monthly by NATIONAL PERIODICAL PUBLICATIONS, INC., 2nd and Dickey St., SPARTA, ILL. 62286. Editorial, Executive offices and Subscriptions, 375 LEXINGTON AVE., NEW YORK, N.Y. 10022. Murray Boltinoff, Editor. 2nd CLASS POSTAGE PAID AT SPARTA, ILL. under the act of Mar. 3, 1879. Yearly subscription in the U.S., 90c including postage. Foreign, \$1.80 in American funds, Canada, \$1.00 in

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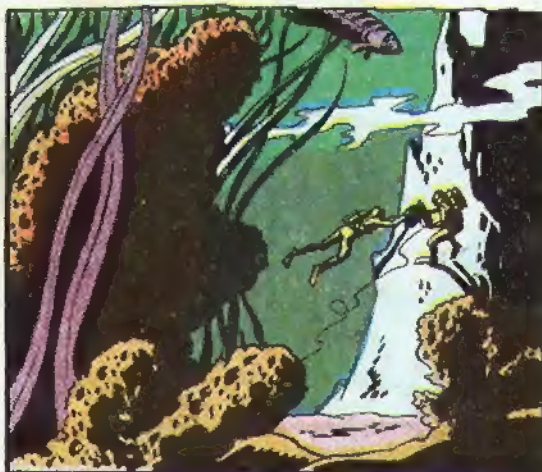
DEEP IN THE BROODING SILENCE OF THE SEA, ENGINEERS LAY THE FOUNDATIONS FOR A FANTASTIC PROJECT--AND AN UNEXPECTED, BIZARRE ADVENTURE!

DYNAMITERS--OVER HERE! WE'VE GOT TO BLAST AWAY THIS SECTION OF CORAL FOR ANOTHER CAISSON!

AS THE DYNAMITERS SET THEIR EXPLOSIVES, THEY IGNORE A PLANT-LIKE THING NOT FAR OFF THAT SEEMS TO BE JUST ANOTHER ROOTED GROWTH IN THE UNDERSEA FOREST...

THE EVACUATION OF WORKERS FROM THE AREA FINALLY AROUSES ITS CURIOSITY--FOR THIS IS NO ROOTED THING! IT MOVES--IT WALKS!

HUMANS! WHAT ARE THEY DOING? WHY HAVE THEY INVADDED MY HOME-LAND?



SHORTLY, THE SEA IS RIPPED INTO A CHURNING FURY THAT KILLS UNFORTUNATE FISH CAUGHT WITHIN THE BLAST AREA!

BOOOOM



STUNNED BY THE BLAST, THE UNIQUELY SINISTER SEA THING FINALLY REGAINS ITS FEET AND STARES AT THE CARNAGE ABOUT IT...

DEAD! MY FRIENDS ARE DEAD! WHY... WHY DID THEY HAVE TO DIE? WHAT DID THEY DO?... TO DESERVE TO BE MURDERED LIKE THIS?





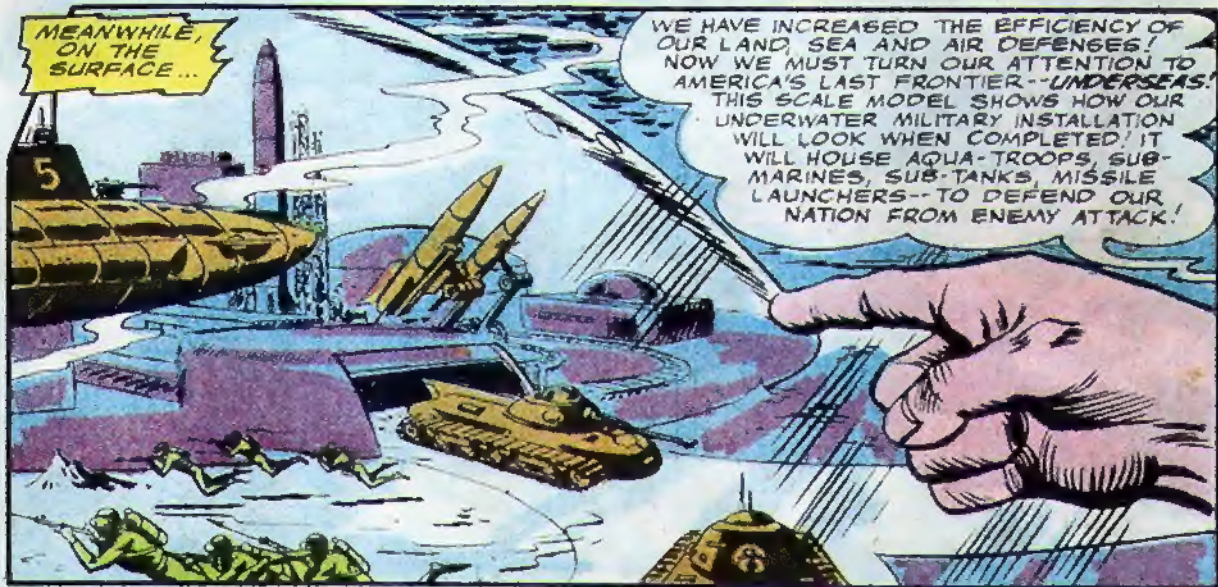
THEN--A
PHENOMENON!
AS ITS ANGER
GROWS, SO
DOES THE
SEA THING
AS IT ABSORBS
WATER INTO
ITS SWELLING
BODY!

THE HUMANS
DID IT! THEY
KILLED MY
FRIENDS!



YOU SEE WHAT
I SEE? WH-WHAT
THE HECK IS
THAT?

I DUNNO! BUT WE
BETTER CALL TOP-
SIDE AND GET
SOME HELP DOWN
HERE!



MEANWHILE,
ON THE
SURFACE...

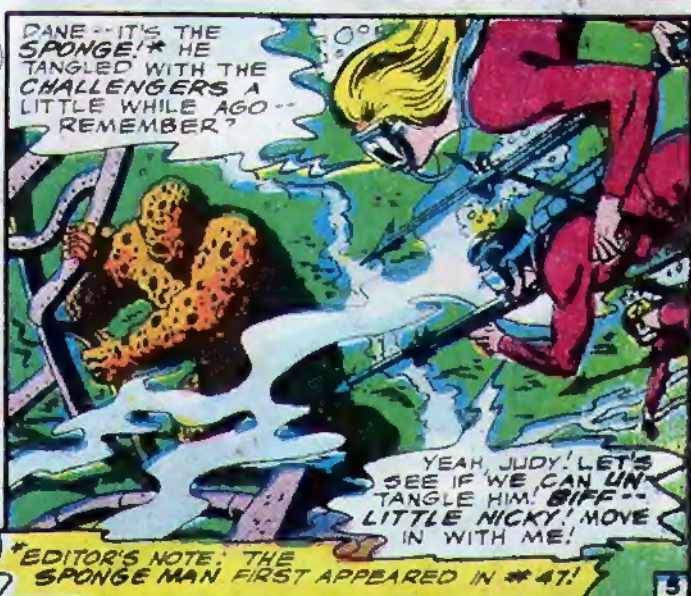
WE HAVE INCREASED THE EFFICIENCY OF
OUR LAND, SEA AND AIR DEFENSES!
NOW WE MUST TURN OUR ATTENTION TO
AMERICA'S LAST FRONTIER--UNDERSEAS!
THIS SCALE MODEL SHOWS HOW OUR
UNDERWATER MILITARY INSTALLATION
WILL LOOK WHEN COMPLETED! IT
WILL HOUSE AQUA-TROOPS, SUB-
MARINES, SUB-TANKS, MISSILE
LAUNCHERS--TO DEFEND OUR
NATION FROM ENEMY ATTACK!



THAT'S WHY, DURING CONSTRUCTION,
"FORTRESS FISHHOOK" NEEDS THE
HELP OF UNDERWATER EXPERTS
LIKE YOU--THE SEA DEVILS!

WHRR-WHRR

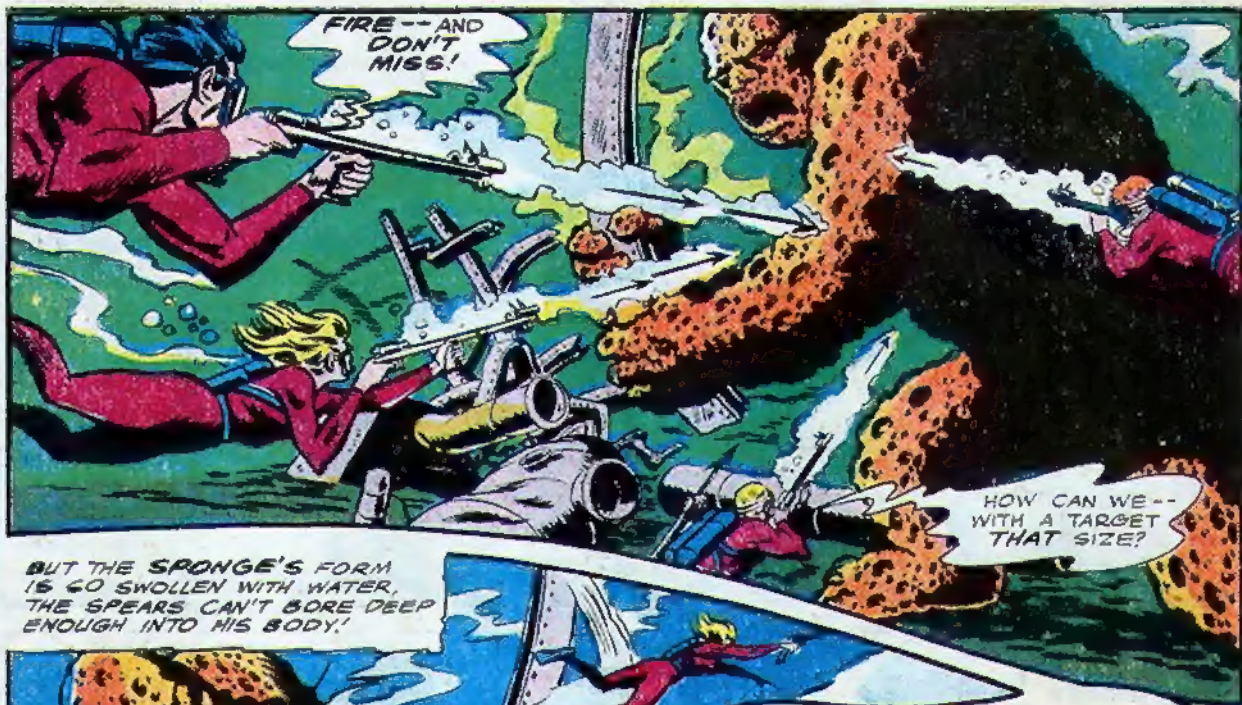
THE ALERT! THAT MEANS
TROUBLE BELOW! GET
GOING!-- YOUR JOB'S
STARTED!



DANE--IT'S THE
SPONGE! HE
TANGLED WITH THE
CHALLENGERS A
LITTLE WHILE AGO--
REMEMBER?

YEAH, JUDY! LET'S
SEE IF WE CAN UN-
TANGLE HIM! GIFF--
LITTLE NICKY! MOVE
IN WITH ME!

*EDITOR'S NOTE: THE
SPONGE MAN FIRST APPEARED IN # 47!



FIRE-- AND
DON'T
MISS!

HOW CAN WE--
WITH A TARGET
THAT SIZE?

BUT THE SPONGE'S FORM
IS SO SWOLLEN WITH WATER,
THE SPEARS CAN'T BORE DEEP
ENOUGH INTO HIS BODY!



FURIOUS AT ALL HUMANS AND
FURTHER ENRAGED BY THEIR
AUDACIOUS ATTACK, THE GIANT
MARINE MENACE FLINGS OUT ONE
GREAT HAND-- WHICH CLAMPS
AROUND A SEA DEVIL...

SCRAMBLE!

THE ONLY THING
THAT'S GONNA
STOP THAT GUY
IS A DEPTH
CHARGE!

EE
EE
EE



SIS! HE'S
GOT SIS!

NOT FOR LONG,
NICKY! I'LL GET IN
CLOSE FOR A BULL'S-
EYE SHOT WHERE IT'LL
REALLY HURT! THAT'LL
MAKE HIM DROP HER!

No!



LEGGO! WHAT'S-
A MATTER WITH
YOU, MAN? WE
GOTTA SAVE
JUDY!

DON'T YOU THINK I
KNOW THAT? HE'S
GOT MY GIRL, THE
MOST PRECIOUS THING
IN THE WORLD TO ME--
BUT IF WE NEEDLE HIM
WITH ANOTHER SPEAR,
HE MIGHT CRUSH
HER! DID YOU
THINK OF
THAT, BIFF?

CONTINUED ON 2ND PAGE FOLLOWING.

AMT makes the Party

JIM AND
EDDIE
SEARCH
FOR A
SPECIAL
BIRTHDAY
GIFT FOR
THEIR
PAL.

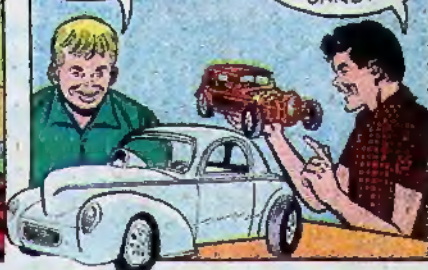
BILL'S A REAL MODEL BUILDER,
SO IT'S GOTTA BE A SUPER
SPECIAL GIFT, JIM.

SURE, THAT'S
WHY THESE
GREAT AMT
TROPHY KITS ARE
JUST THE TICKET.
THEY'RE THE MOST
AUTHENTIC EVER!



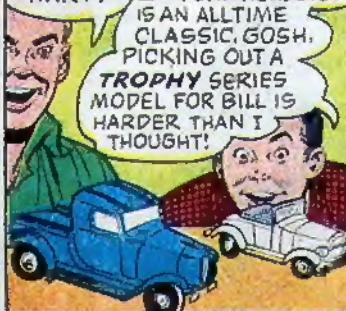
WOW, DIS THAT COOL!
'40 WILLYS' ROD DOES
THIS CHOPPED AND
CHANNELLED '32
FORD REALLY
COME WITH
IT?

NATCH! THAT'S AN
AMT TROPHY
SERIES DOUBLE
KIT, EDDIE. IT
MAKES TWO
COMPLETE
CARS.



GEE, ANOTHER DOUBLE KIT.
LOOK AT ALL THE WILD
"CHROME" PARTS
ON THIS ALA KART!

THIS '29
FORD ROADSTER
IS AN ALLTIME
CLASSIC. GOSH,
PICKING OUT A
TROPHY SERIES
MODEL FOR BILL IS
HARDER THAN I
THOUGHT!



ONE WEEK LATER...

THIS TROPHY SERIES
'58 CHEVY IMPALA YOU
GAVE ME IS THE
GREATEST MODEL
EVER, GUYS. LOOK,
WHEELS STEER AND
THE DOORS EVEN
OPEN. IT'S SO
AUTHENTIC MY DAD
WANTS ME TO DISPLAY
IT IN THE DEN!

WHATTA
MODEL.

WISH IT
WAS MY
BIRTH-
DAY!



GIVE 'EM-
AND GET 'EM-
AS GIFTS, BUYS.
AMT'S COOL,
AUTHENTIC
TROPHY SERIES
1/25TH SCALE MODELS.



AMT HAS OVER 30
GREAT MODELS TO
CHOOSE FROM. GET 'EM
TODAY AT YOUR HOBBY OR
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DC 80^{PG} GIANT 25¢
JIMMY OLSEN
Featuring: JIMMY OLSEN'S GREATEST MASQUERADES
AND HIS PAL, SUPERMAN!

DC presents
JIMMY OLSEN'S STAR
IMPERSONATIONS
FROM HIS
DISGUISE COLLECTION

Introducing JIMMY OLSEN...



He's a MASTER
of DISGUISE:
He's a DEVIL!
He's a GANGSTER!
He's a dozen other guys!
He's a BEARDED BOY, a MARTIAN,
A ROCK-N-ROLLER and a CLOWN...
TEXAN, CAVEMAN, GIRL and ROBOT...
Man, he really goes to town!
He's a KNIGHT and he's a CONVICT-
(Though it's only for a gag!)
Why, he's even **SUPERMAN**
In this, his latest **GIANT** mag!

ON SALE JUNE 14th





THIS ONE... IS A GIRL! SHE... SHE REMINDS ME... OF SOMEONE... LONG AGO... BUT I CAN'T REMEMBER...

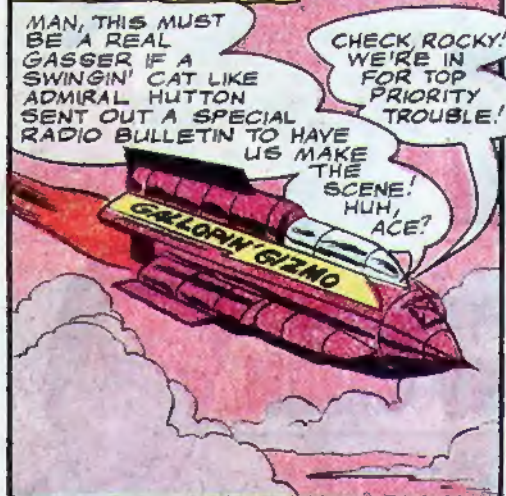
SLOWLY, THE HUGE HAND OPENS! JUDY DARTS AWAY LIKE A FRIGHTENED MINNOW-- AND THE SPONGE TURNS, TO SHUFFLE AWAY SADLY INTO THE QUIET SOLITUDE OF THE SEA...



HE DIDN'T HARM ME! I--I JUST DON'T UNDERSTAND HIM AT ALL...

BUT THE CHALLENGERS DO! MAYBE THEY CAN KEEP THAT WATER-LOGGED CREEP FROM GOING ON ANOTHER RAMPAGE! WE'LL HAVE TO CONTACT THEM SOMEHOW!

SOMETIME LATER, A FANTASTIC SKY CRAFT FLASHES SEAWARD ON AN URGENT MISSION...



MAN, THIS MUST BE A REAL GASSER IF A SWINGIN' CAT LIKE ADMIRAL HUTTON SENT OUT A SPECIAL RADIO BULLETIN TO HAVE US MAKE THE SCENE! HUH, ACE?

CHECK ROCKY! WE'RE IN FOR TOP PRIORITY TROUBLE!



MEANWHILE...

CAN'T STAND THE SUSPENSE. WAITING FOR THOSE CHALLENGERS!

EASY KID! THEY'LL BE ALONG!

DANE, DARLING, I KNOW WE'RE ON A JOB NOW... BUT WHEN THINGS QUIET DOWN, COULDN'T WE GET AWAY TO A MOVIE... MAYBE HOLD HANDS...

HUH? OH, SURE... WE'LL SEE...



THAT'S WHAT YOU ALWAYS SAY-- BUT IT'S BEEN WEEKS SINCE WE HAD A DATE! IF YOU REALLY LOVED ME, YOU'D FIND TIME BETWEEN ASSIGNMENTS!

BUT, HONEY...



SHORTLY...

HI! WE'VE HEARD A LOT OF GOOD THINGS ABOUT YOU!

YOU GUYS HAVEN'T DONE SO BAD YOURSELVES!



WE-ELL-- THE RUGGED TYPE! I WOULDN'T MIND FINDING YOU IN MY CHRISTMAS STOCKING!

LET ME FILL YOU MEN IN WITH THE DETAILS...



... AND FINALLY, IF THE SPONGE RUNS AMUCK AGAIN, WE'LL HAVE TO USE ARTILLERY, DEPTH CHARGES, ANYTHING-- BUT WE'LL STOP HIM!

HOLD IT, ADMIRAL-- YOU CAN'T DO THAT! HE'S A HUMAN BEING! HE COULDN'T HELP WHAT HAPPENED TO HIM! TRY TO UNDERSTAND...



"MONTHS AGO, HE WAS MIKLOS-- A SPONGE-DIVER, A DECENT, ORDINARY GUY..."

THAT PRETTY GIRL WHO JUST MOVED IN NEXT DOOR! SHE LOOKS VERY NICE! I'D LIKE TO GET TO KNOW HER...



"WHILE SPONGE-DIVING, HE CUT HIS HAND ON A STRANGE-LOOKING ROCK-- AND OVER-NIGHT HE WAS TRANSFORMED INTO A FEARFUL FREAK! HORRIFIED, HE ASKED OUR HELP..."

THIS IS ACTUALLY A MYSTERIOUS METEORITE, WHICH PLUNGED TO THE OCEAN'S BOTTOM! IT MUST POSSESS AN AMAZING LIFE-FORCE THAT INFECTED YOU THROUGH THE GASH ON YOUR HAND!

WE'LL HAVE TO ANALYZE IT TO FIND SOMETHING TO COUNTERACT IT, PROF!



"PUT YOURSELF IN HIS PLACE! IMAGINE HIS TORMENT AND BEWILDERMENT! NO WONDER HIS MIND CRACKED!"

WHY SHOULD I CARE WHAT HAPPENS TO ANYONE NOW? NOBODY CARES ABOUT ME! I'M JUST A HORRIBLE FREAK!

"IT WAS THE CRY OF A FRIGHTENED, HELPLESS CHILD THAT FINALLY BROUGHT HIM TO HIS SENSES... A CHILD-- TRAPPED IN A FOREST FIRE!"



SUCH A LITTLE GIRL... SO YOUNG... MUST SAVE HER!

HE'S LETTING OUT ALL THE WATER HE ABSORBED-- TO PUT OUT THE BLAZE!



THEN HE LEAPED INTO THE SEA-- CALLING IT HIS RIGHTFUL HOME! THAT'S THE MAN YOU WANT TO DESTROY? YOU CAN'T!

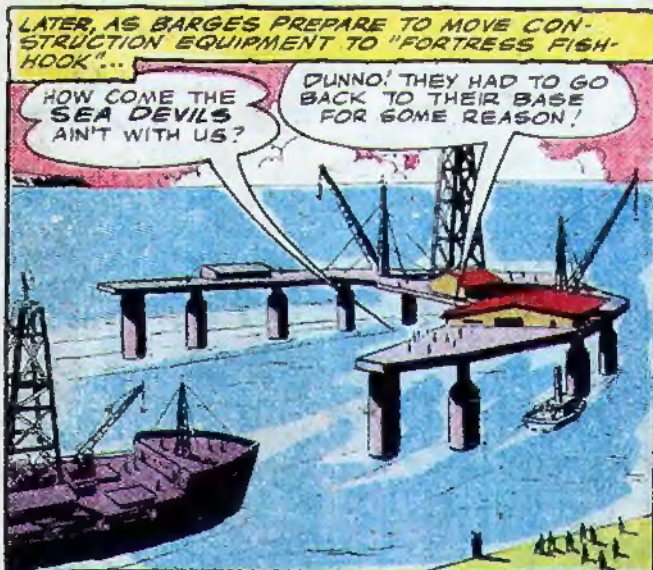
DO YOU THINK I WANT TO UNLESS I MUST? THAT'S WHY WE SENT FOR YOU CHALLENGERS! YOU'RE THE ONLY ONES WHO CAN TALK TO HIM, MAKE HIM UNDERSTAND!



IT'S UP TO YOU! HIS LIFE IS IN YOUR HANDS NOW! YOU'VE GOT TO STOP HIM-- OR WE WILL!

MAN-- YOU SURE DON'T PULL YOUR PUNCHES!

WELL, WE ASKED FOR IT, AND HE GAVE IT TO US-- RIGHT BETWEEN THE EYES!



LATER, AS BARGES PREPARE TO MOVE CONSTRUCTION EQUIPMENT TO "FORTRESS FISH-HOOK"...

HOW COME THE SEA DEVILS AIN'T WITH US?

DUNNO! THEY HAD TO GO BACK TO THEIR BASE FOR SOME REASON!



SUCH A SIGHT SOON ATTRACTS A CROWD OF ONLOOKERS ON SHORE...

THE CHALLENGERS! THAT MEANS THE PROJECT HAS RUN INTO SOME KIND OF TROUBLE! I'D BETTER REPORT THIS TO THE BOSS!



SUDDENLY...

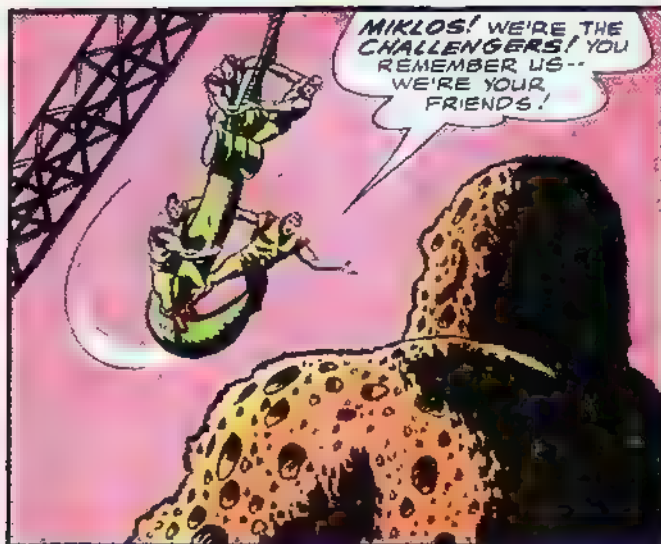
THE SPONGE! GUNNERS--WHEN I GIVE THE ORDER-- FIRE!



NO! YOU GAVE US YOUR PROMISE!

YOU AIN'T GONNA BACK OUT ON YOUR WORD, ARE YA?

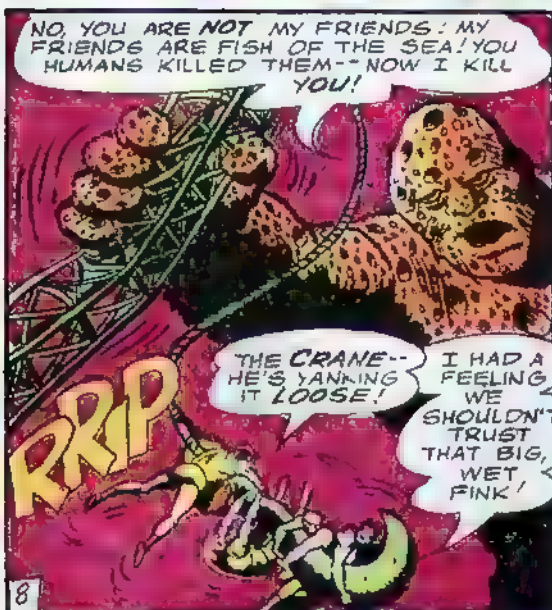
VERY WELL! I'LL GIVE YOU A CHANCE-- BUT I WARN YOU-- IF YOU FAIL--!



MIKLOS! WE'RE THE CHALLENGERS! YOU REMEMBER US-- WE'RE YOUR FRIENDS!



MIKLOS--NAME--NAME OF SOMEBODY I ONCE KNEW-- LONG AGO! I--I CAN'T REMEMBER...



NO, YOU ARE NOT MY FRIENDS! MY FRIENDS ARE FISH OF THE SEA! YOU HUMANS KILLED THEM-- NOW I KILL YOU!

THE CRANE-- HE'S YANKING IT LOOSE!

I HAD A FEELING WE SHOULDN'T TRUST THAT BIG, WET FINK!



IT'S GOING OVER!

WE'RE GONNA SMACK THE DECK!

UH...!

HOW WILL OUR GALLANT CHALLS PULL THEMSELVES OUT OF THIS? PART 2, 4 PAGES FURTHER, GIVES THE ANSWER!

DRAGGIN'?? COMPLAININ'??

You need
ENTERTAININ'!

Read
DC
COMICS!

CHALLENGERS' MAIL CHUTE



Dear Editor: We've been following the CHALLS since they originated. That's a good many years, and it occurred to the both of us that you might be running out of ideas. So we've taken the liberty of sending you a picture of a menace we created. . . . In our estimation, CHALLS No. 48, guest-starring THE DOOM PATROL in "Twilight of the Challengers," was one of the best comics ever produced. We're sitting here, biting our nails in anticipation of DOOM PATROL No. 102, which offers the sequel. —Wesley D. Myhre & Don Holland, Spicer, Minn.

That's very considerate of you, concerning yourself with our task of forever searching for new ideas. For every story that's printed, three or four ideas are discarded during plot discussions between the writer and Ye Ed. But our well isn't dry, thanks, and you can always count on the vivid imagination and creative genius of our staff of scribes: Bill Finger, Arnold Drake, and Ed Herron.

As for your reference to No. 48, the results were fantabulous! Our circulation soared to such a point, and the mail was so heavy, we're seriously thinking of pairing our CHALLS and the DP again either in this book or in an upcoming issue of the DP. Stand by for further announcements!

Dear Editor: Sure, you've got the best mag in the world, but what's with playing down plain, intellectual Prof and daredevil Red? Ace and Rocky are always doing the big bit. Of the two, I prefer Rocky because he doesn't behave like a boss. That Ace, he's always giving orders like a boss! —Gary Foster, Tracy, Calif.

So what's the beef? Down with the bosses? Somebody has to call the signals for the team, and some time ago, in No. 46, we came to grips with the situation. The stirring saga called "The Best Challenger Wins" revealed the bitter battle and friendly rivalry among our boys to claim the title. Ace proved to have the brains and the brawn to be the team's topkick. As for holding back on Prof and Red, we never do that intentionally. Only the ol' Rock-head can slam his fist through a thick door and Ace's brain cells are always working overtime. But how they'd fare without Prof and Red, we don't know. How much they contribute is a moot point, but they're there when

needed. Remember, they're always getting mixed up in a slugfest, not a songfest.

Dear Editor: Why, in No. 48, didn't our CHALLS catch any jellyfish to test a serum for its poison? —Billy Wooton, Viper, Ky.

Glad you brought that up, Billy. But we'll answer that with another question. When Multi-Man changed to a jellyfish, did our heroes know that his chemistry was exactly the same as an ordinary jellyfish? Was he a precise replica?

MAIL CHUTE CHIT-CHAT: Aside to L. L. Simpson, Tyler, Tex.: Multi-Man made his debut in CHALLS No. 14, June-July, 1960 . . . "Why not bring back the Challenger-Haters in another bout with the combined CHALLS-DP?" asks Allan Williams, Pueblo, Colo. (Fourteen characters flashing through our pages? We wouldn't even have space for the kitchen sink! —Ed.) . . . "I love those Challs," pens James Greene, Roosevelt, N.Y., "but their uniforms can be improved. Sample sketch enclosed." (Sorry, we're not making changes until the 1967 styles come out. —Ed.) . . . Cheryl Belcher, 402 Henry St., Festus, Mo., eager to become a member of a Chall Fan Club. Any takers? . . . Yep, John Battaglia, Cleveland; Tim Cronan of New Orleans, etc., we're putting a double-page pic of the Challs in the works.

SWAP SHOP: WANTED: Ed Boner, 819 W. Auburn Rd., Rochester, Minn. No. 25, 33, 37, 38 . . . Ditto Curtis Coker, 1310 N. Woodlawn, Bloomington, Ind.: No. 34, 36, 40-47 . . . Joe H. Baroch, 3762 Ravenwood Ave., Baltimore, Md.: all *Showcase* issues starring our Challs, plus No. 10, 11, 15, 16, 18, 23-28; 30-38, 41 . . . Cheryl Belcher (address above) No. 40 . . . Larry Emery, 4533 Calhoun Ave., Sherman Oaks, Calif.: No. 13-21, 24, 26-31 . . . Paul Mullens, 307 Green Farms Rd., Green Farms, Conn.: all issues up to 49, except 44, 47 . . . Duff Watkins, 1009 Sioux Dr., Jacksonville, N.C.: all issues . . . **FOR SALE:** David Mohr, 2924 Woodland, Wichita, Kan.: No. 14, 35-48 . . . Ken Sanders, 2743 Blair St., Salt Lake City, Utah: No. 19, 20, 41, 44, 48.

If you have a message, don't use carrier pigeon or pony express. Just mail it to the CHALLENGERS, National Periodicals, 575 Lexington Avenue, New York, N.Y. 10022.



KIDS! MAIL IN YOUR HOBBY HINTS TO: CAP'S; NATIONAL COMICS.
575 LEXINGTON AVE. NEW YORK, N.Y. 10022
IF PUBLISHED, YOU WILL RECEIVE \$5 AND THE ORIGINAL ART.

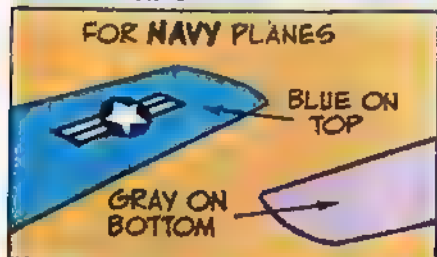
EVERY KID HAS LEFTOVER **PLASTIC TREES** AROUND WHEN HE FINISHES A MODEL. HERE'S A GREAT USE FOR THEM!

THEY MAKE SWELL **CANNON SHELLS**. YOU SNAP OFF THE SMALL ENDS, THEN USE A FILE FOR ROUNDING AND SQUARING. YOU CAN **PAINT** THEM ANY COLOR SCHEME.

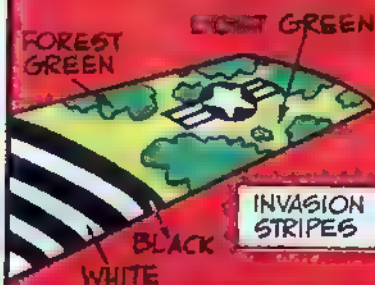
THANKS TO—
VIRGIL JACKSON
MILWAUKEE, WIS.

FOR WAR PLANE BUFFS—
HERE ARE SOME PAINTING TIPS:

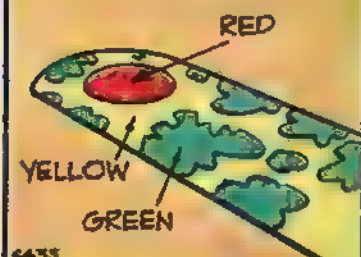
FOR NAVY PLANES



ARMY PLANES



JAPANESE ZEROS



CUT OUT FOR YOUR SCRAPBOOK



Well, here's the ol' DC electrician, plugging you in to the hot-line with the latest flashes on our upcoming Dynamic Comics. There are plenty of bases to cover this time, so let's get with it.

Has **LOIS LANE** finally flipped her lid? It looks like it when she starts impersonating famous queens of history. **SUPERMAN** has to obey her royal commands, too—even if it means marrying her! August issue, No. 67, on sale June 21.

The Summer Vacation issue of **SUGAR AND SPIKE** (September, No. 68) offers an extra-long laugh-maker: "INVISIBLE INFANTS!" And in answer to a deluge of requests, there's a king-size pin-up of our playful pair! On sale June 23.

How come **THE FLASH** winds up as a **DEAD SUPER-HERO**, when he joins forces with **BAT-MAN**? Everyone says it's the **CAPED CRUSADER'S** fault—but see for yourself in the September **BRAVE AND THE BOLD**, No. 67, on sale June 28.

"Twice the fun for the price of one" is the new motto of **THE FOX AND THE CROW** (September, No. 99) in an issue split between those famous friendly enemies and **STANLEY AND HIS MONSTER**. You'll split your sides when you read it. June 28.

The mighty **LEGION OF SUPER-HEROES** has its hands full trying to stop an alien take-over of Earth. But what makes the job **REALLY** tough is that an alien agent has infiltrated the **LEGION**! August **ADVENTURE**, No. 347, on sale June 28.

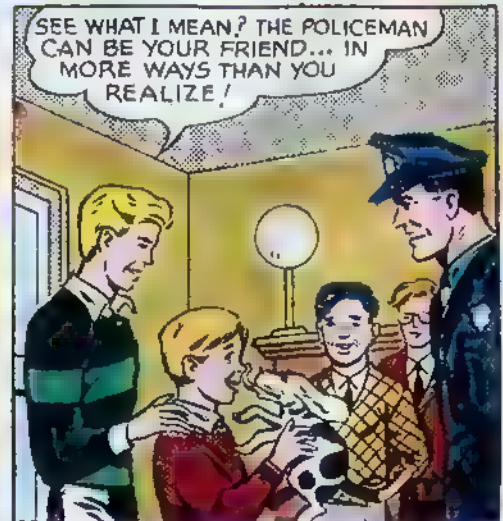
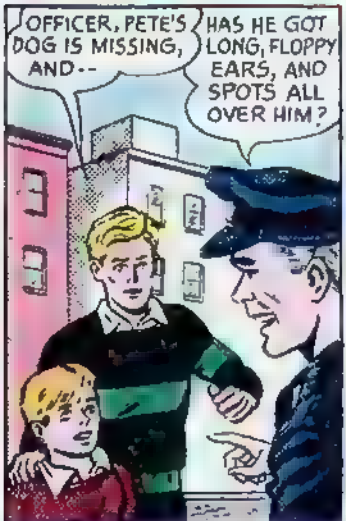
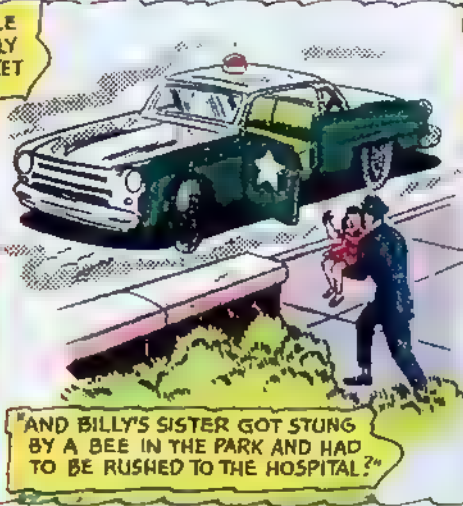
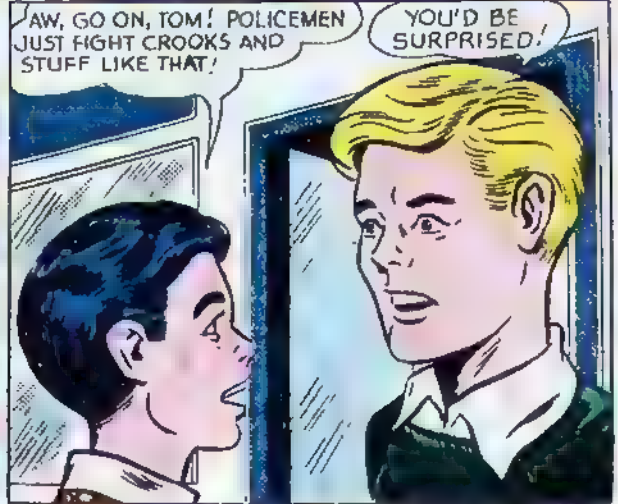
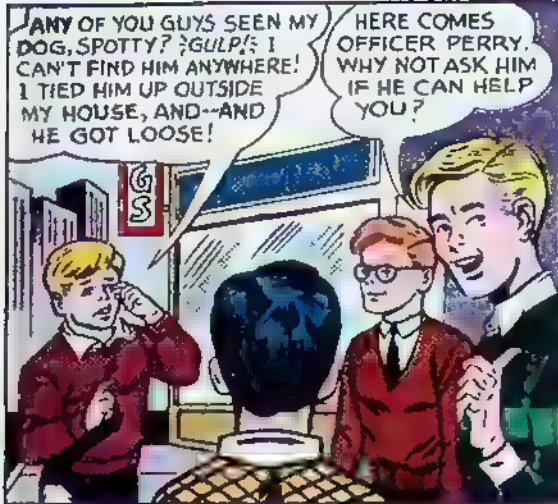
WONDER WOMAN, the Mighty Amazon, is forced to battle her own country by the diabolical **ANGLE MAN** in a super-charged spectacular—"WONDER WOMAN—TRAITOR!"—in the August issue of **WONDER WOMAN**, No. 164, on sale June 16.

Every blow the celebrated **METAL MEN** strike against the most unique foe they have ever faced only multiplies it a hundred fold! How can the clobbered robot band defeat—"THE PLASTIC PERILS!" September, No. 21, on sale June 21.

CAPT. HUNTER is captured by a group of teenage Vietnamese, who force him to be their leader in a battle to the death in "COLD STEEL FOR A HOT WAR!" August **OUR FIGHTING FORCES**, No. 102, on sale June 21.

A tough soldier has info that can save thousands of American lives! But he's sitting on a fortune and will kill anyone who tries to bring him back—even his only friend! September **STAR SPANGLED WAR STORIES**, No. 128, on sale June 23.

The POLICEMAN is Your FRIEND!



**PART
2**

MAN, LIKE
I THINK I
NEED
GLASSES!
I KEEP SEEIN'
A GOLDEN
GIANT!

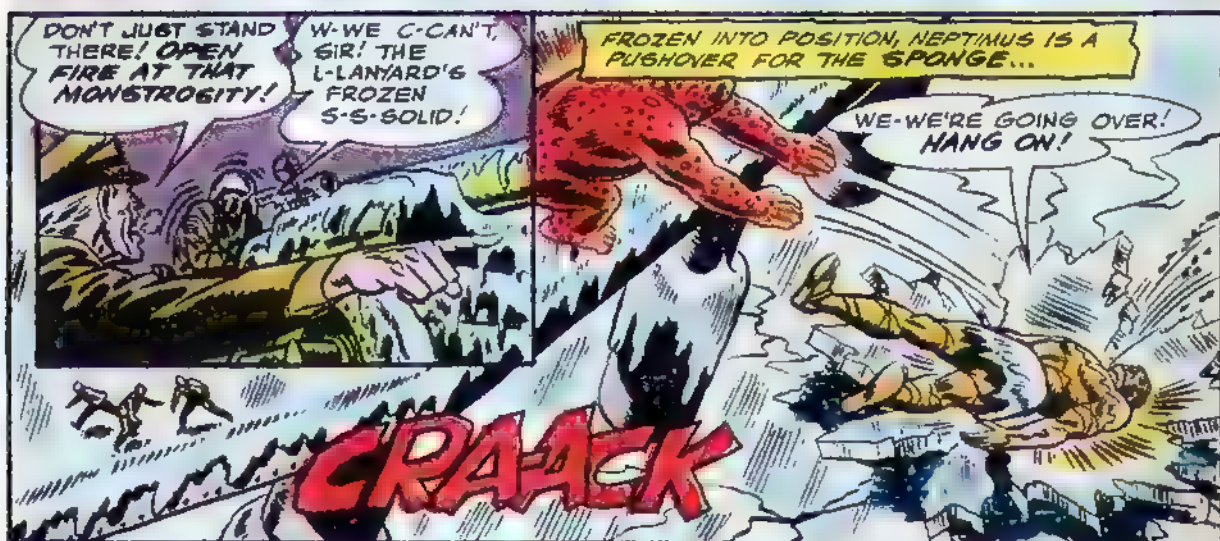
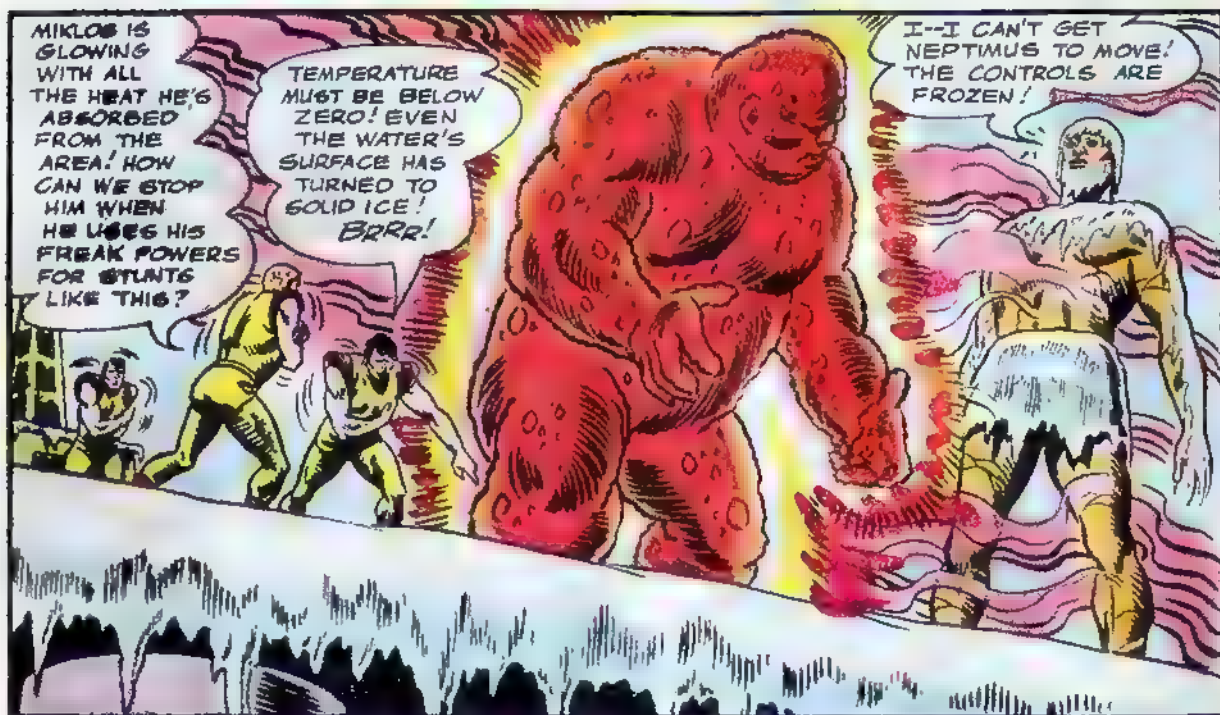
IT'S NEPTIMUS--
THE SEA DEVILS'
ROBOT THEY USE
FOR THEIR HEADQUARTERS!
THAT'S WHY THEY LEFT--
TO BRING IT HERE!
THEY'RE GIVING US A
KING-SIZE ASSIST!

AND AT THE CONTROLS INSIDE THEIR ROVING
ROBOT.

HEY--WHAT GOES
ON? IT'S GETTIN'
AS COLD AS
A POLAR BEAR'S
NOSE IN HERE!

BRRRRRR!
AAAAAAAAAAAA

MAN! THIS SURE IS A
HEAVYWEIGHT FIGHT! WHAT A
SWEET RIGHT HOOK--AN' THERE
GOES THAT WATER-LOGGED
LOONEY FOR THE
COUNT!





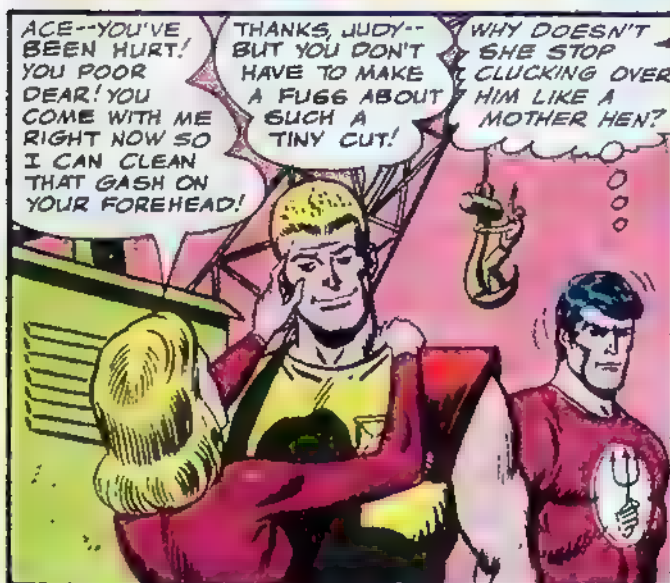
TEMPERATURE'S RISING! NOW THAT WE'RE NOT THREATENING HIM ANYMORE, MIKLOS HAS RELEASED THE HEAT!

POOR GUY! HE'S LIVED IN THE SEA SO LONG, HE'S FORGOTTEN HE WAS ONCE A HUMAN BEING.



HI, DOWN THERE! YOU ALL RIGHT?

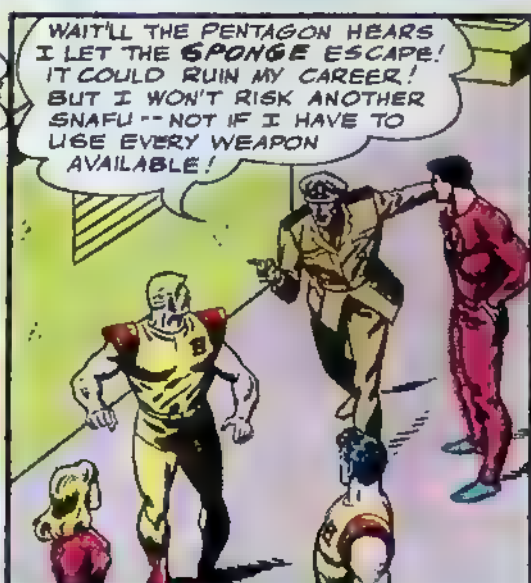
WE GOT SHOOK UP WHEN NEPTIMUS HIT THE ICE, OTHERWISE WE'RE OKAY! BUT NEPTIMUS' GEARS WILL NEED SOME FIXING!



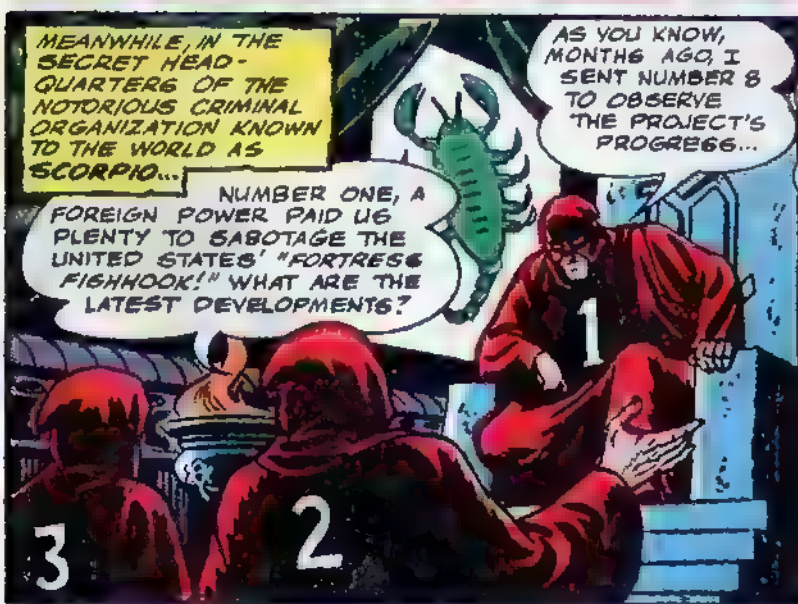
ACE--YOU'VE BEEN HURT! YOU POOR DEAR! YOU COME WITH ME RIGHT NOW SO I CAN CLEAN THAT GASH ON YOUR FOREHEAD!

THANKS, JUDY-- BUT YOU DON'T HAVE TO MAKE A FUSS ABOUT SUCH A TINY CUT!

WHY DOESN'T SHE STOP CLUCKING OVER HIM LIKE A MOTHER HEN?



WAIT!LL THE PENTAGON HEARS I LET THE SPONGE ESCAPE! IT COULD RUIN MY CAREER! BUT I WON'T RISK ANOTHER SNAFU--NOT IF I HAVE TO USE EVERY WEAPON AVAILABLE!



MEANWHILE, IN THE SECRET HEAD-QUARTERS OF THE NOTORIOUS CRIMINAL ORGANIZATION KNOWN TO THE WORLD AS SCORPIO...

NUMBER ONE, A FOREIGN POWER PAID US PLENTY TO SABOTAGE THE UNITED STATES' "FORTRESS FISHHOOK!" WHAT ARE THE LATEST DEVELOPMENTS?

AS YOU KNOW, MONTHS AGO, I SENT NUMBER 8 TO OBSERVE THE PROJECT'S PROGRESS...

NUMBER 8 REPORTS THAT IT'S ALREADY BEING SABOTAGED BY AN OUTSIDER--THE SPONGE MAN! HE IS DOING OUR JOB FOR US! WE MUST MAKE CERTAIN NO HARM COMES TO HIM SO HE CAN CONTINUE HIS DESTRUCTION!



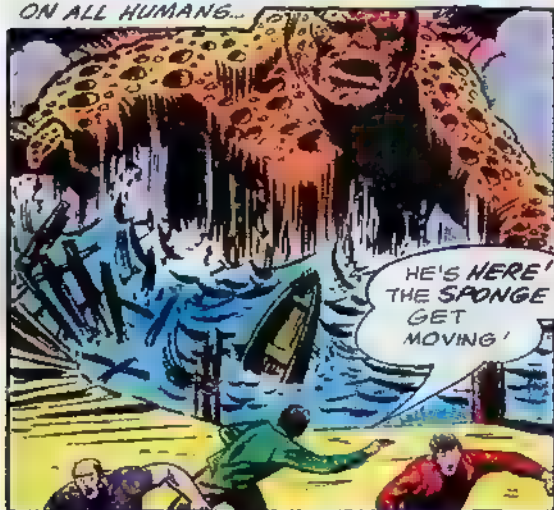
3

2

1

11

SOMETIME LATER, A MONSTROUS FORM CLIMBS FROM THE SEA AND MARCHES ON A COASTAL CITY, SEEKING REVENGE ON ALL HUMANS...

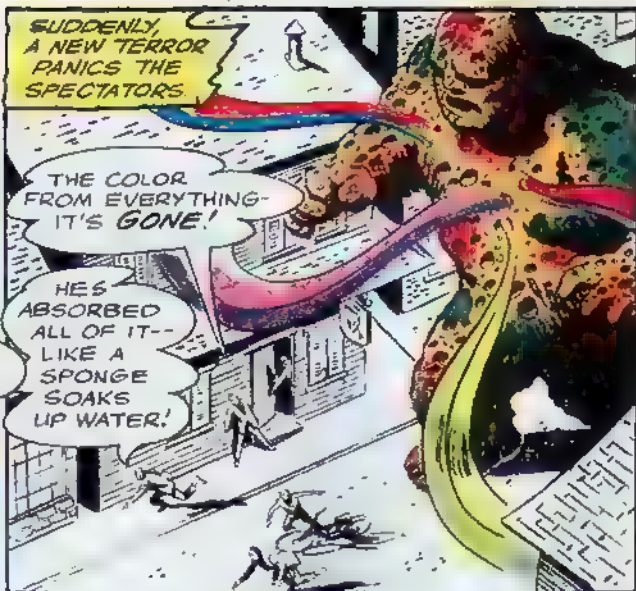


HE'S HERE! THE SPONGE! GET MOVING!

SUDDENLY, A NEW TERROR PANICS THE SPECTATORS

THE COLOR FROM EVERYTHING-- IT'S GONE!

HE'S ABSORBED ALL OF IT-- LIKE A SPONGE SOAKS UP WATER!



MY PRICELESS MASTERPIECES-- RUINED!

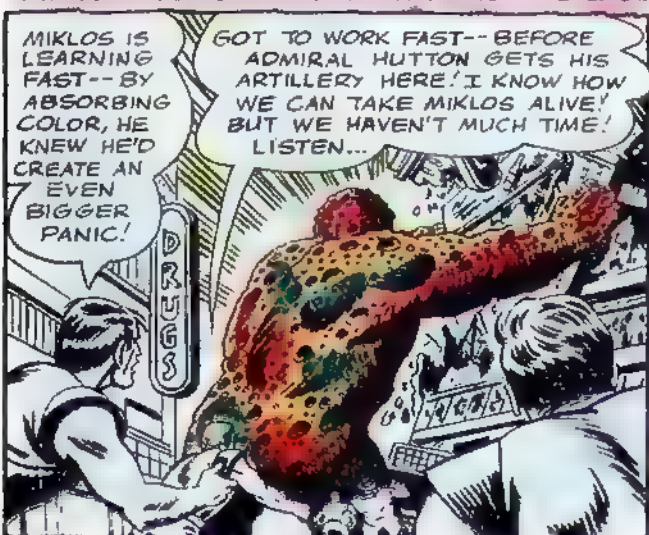
BANK

WHAT'S HAPPENIN'? ALL OF A SUDDEN I GOT ONLY BLACK- AND-WHITE MAGAZINES! NO COLOR!

MAGAZINES NEWSPAPERS

THE GREEN-- GONE FROM THE BANK'S MONEY! IT'S WORTHLESS NOW!

WITH THE SEA DEVILS REPAIRING NEPTIMUS, THE FABULOUS FOUR HIT THE TROUBLE SPOT



MIKLOS IS LEARNING FAST-- BY ABSORBING COLOR, HE KNEW HE'D CREATE AN EVEN BIGGER PANIC!

GOT TO WORK FAST-- BEFORE ADMIRAL HUTTON GETS HIS ARTILLERY HERE! I KNOW HOW WE CAN TAKE MIKLOS ALIVE! BUT WE HAVEN'T MUCH TIME! LISTEN...

BUT SUDDENLY, HE CAN'T UTTER A WORD! NOBODY CAN!

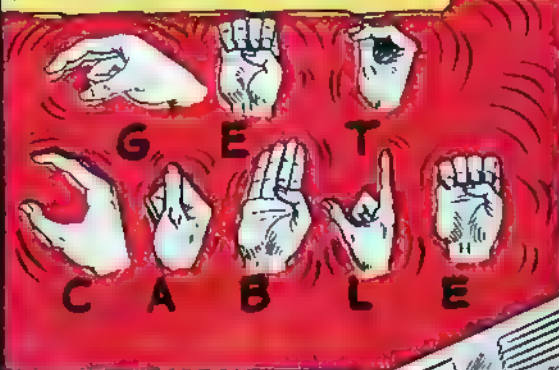


What's going on?

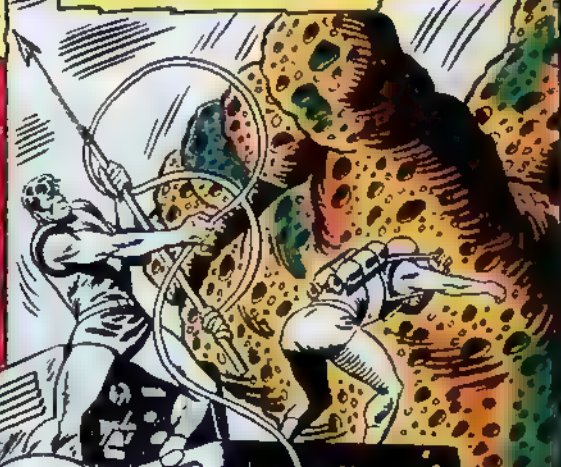
Search me!

SILENCE--SILENCE ALL AROUND--FOR THE SPONGE HAS NOW ALSO ABSORBED ALL SOUND!

HOW CAN ACE IMPART HIS URGENT PLAN? THE CHALLENGERS ARE READY FOR ANY EMERGENCY. ACE USES THE HAND LANGUAGE OF THE DEAF!



THE CHALLENGERS CHARGE OFF AND SOON RETURN...



WANTED TO GET CLOSE BUT I GOT TOO CLOSE!

IF I COULD TALK, I'D CHEW OUT PROF FOR THAT CRAZY STUNT!

GOTTA GET MORE SLACK ON THIS CABLE!

HERE'S WHERE I GO--



--INTO ACTION--WITH MY JET-PACK FROM OUR PLANE AT THE AIRFIELD NEARBY, I'LL KEEP ANNOYING MIKLOS, SO PROF CAN CLOSE IN FOR ROCKY TO TAKE A SHOT!

AS THE SPONGE FLAILS AWAY AT THE HUMAN MOSQUITO, ROCKY MAKES HIS MOVE!

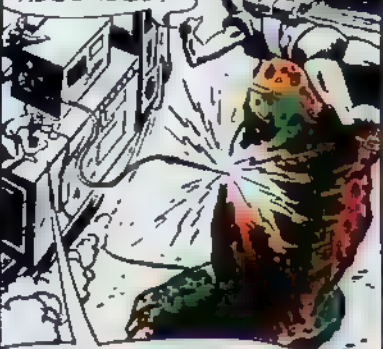
MAN, HERE'S WHERE I MAKE WITH THE BIT LIKE CAPTAIN AHAB!

THE GENERATOR SWITCH--NOW!



NO SOONER DOES THE ELECTRIC CURRENT JOLT THE SPONGE'S POWERS OF CONCENTRATION THAN SOUND IS RELEASED...

WATER'S A PERFECT CONDUCTOR OF ELECTRICITY--AND HE'S FILLED WITH ALL THAT WATER HE'S ABSORBED!

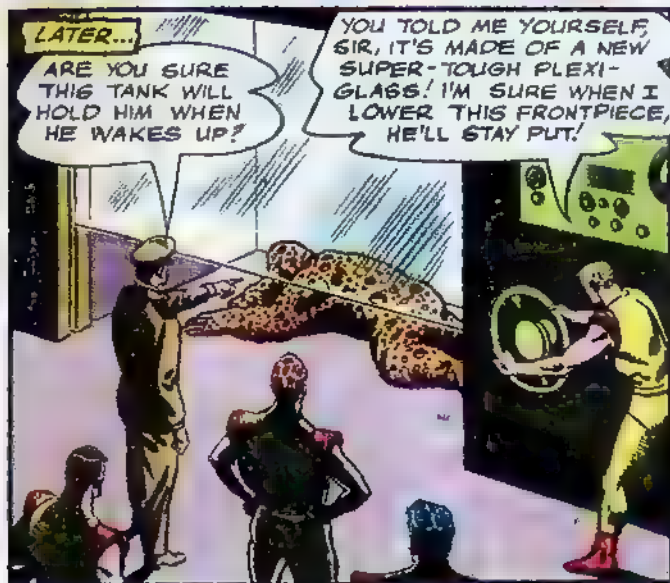


I NEVER THOUGHT I'D MISS YOUR SWEET-SOUNDIN' VOICE, ACE! AND ALL THE CITY NOISES--THEY'RE JUST LIKE MUSIC TO MY EARS!

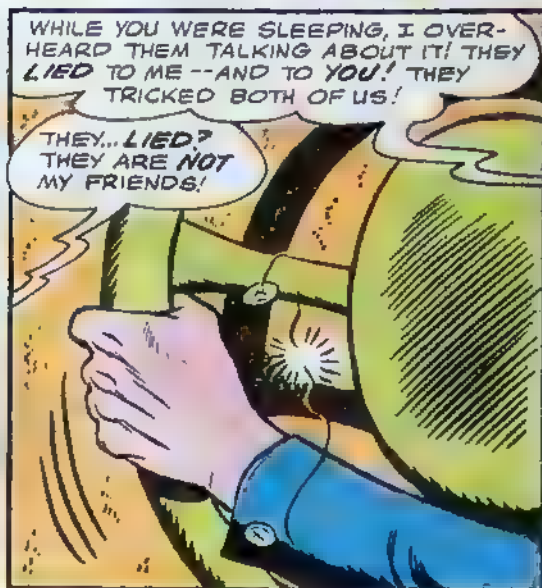
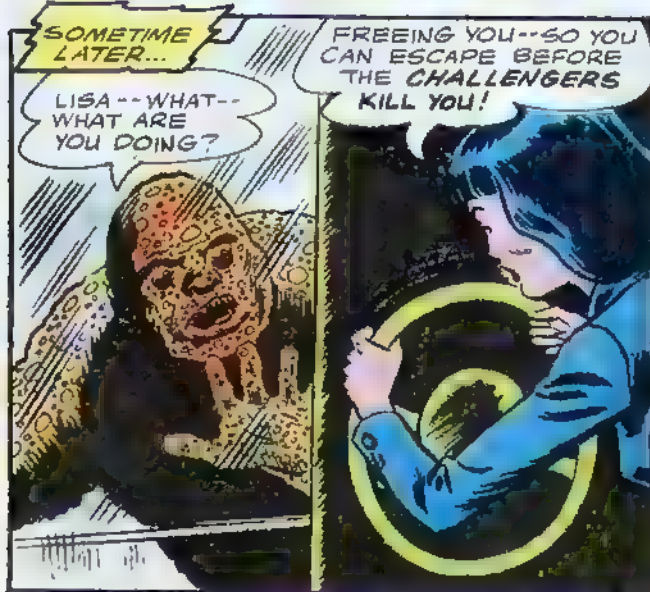
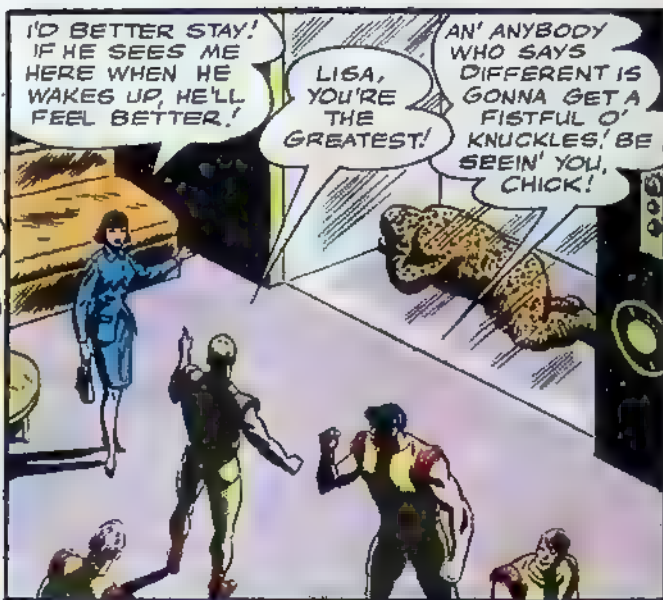


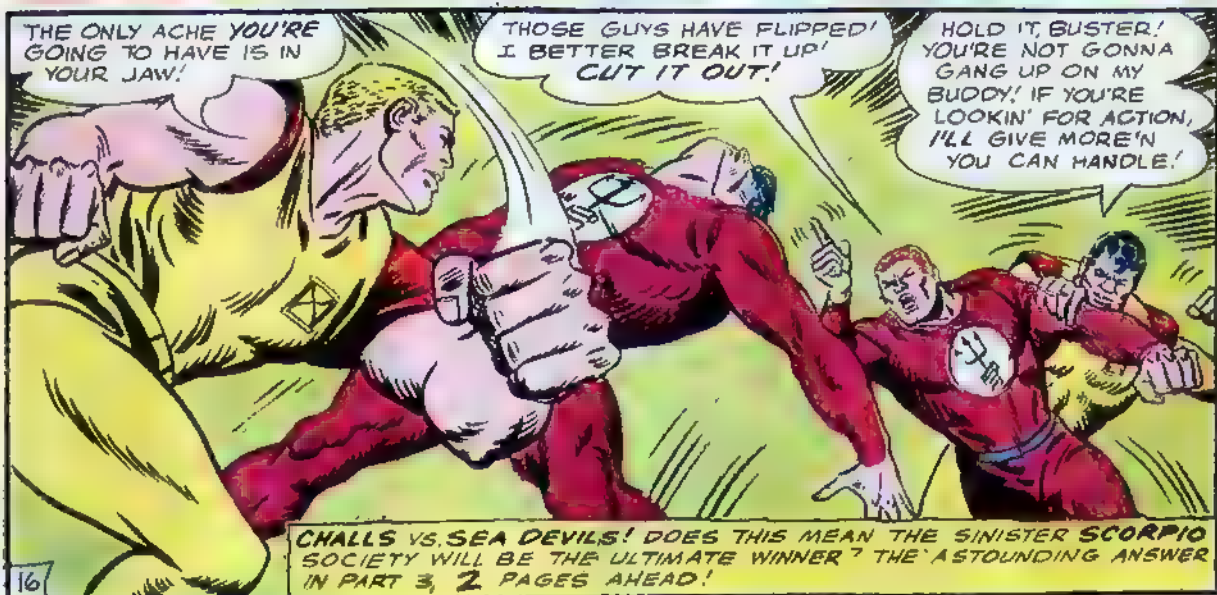


WITH THE ELECTRICITY CUT OFF THE SPONGE RELEASES ALL THE WATER HE ABSORBED AND SHRINKS TO MAN-SIZE!



THE SOOTHING VOICE BEGINS TO PENE-
TRATE HIS WARPED MIND...UNTIL THE
NEVER-FORGOTTEN LOVE THAT MIKLOS
HAD FOR THIS GIRL CREATES A WON-
DEROUS TRANSFORMATION IN HIM..





CHALLS VS SEA DEVILS! DOES THIS MEAN THE SINISTER SCORPIO SOCIETY WILL BE THE ULTIMATE WINNER? THE ASTOUNDING ANSWER IN PART 3, 2 PAGES AHEAD!

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1. Date of Filing: October 1st, 1965.
2. Title of Publication: **CHALLENGERS OF THE UNKNOWN**
3. Frequency of Issue: Bi-Monthly.
4. Office of Publication: 575 Lexington Avenue, New York, N.Y., 10022.
5. Headquarters or General Business Offices of the Publishers: 575 Lexington Avenue, New York, N.Y., 10022.
6. Names and Addresses of Publisher, Editor, and Managing Editor: Publisher, National Periodical Publications, Inc., 575 Lexington Avenue, New York, N.Y.; Editor, Murray Boltinoff, 575 Lexington Avenue, New York, N.Y.; Managing Editor, None.
7. Owner: National Periodical Publications, Inc.; Estate of Harry Donenfeld; J. S. Liebowitz, P. H. Sampliner; Irwin Donenfeld, S. U. Sampliner, and Sonia Iger, all at 575 Lexington Avenue, New York, N.Y.
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A. Total No. Copies Printed (Net Press Run):	347,000	360,000
B. Paid Circulation: 1. Sales through dealers and carriers, street vendors and counter sales:	220,000	235,000
2. Mail subscriptions	965	1,134
C. Total Paid Circulation:	220,965	236,134
D. Free Distribution (including samples) by mail, carrier or other means:	142	142
E. Total Distribution (Sum of C and D):	221,107	236,276
F. Office Use, Left-Over, Unaccounted, Spoiled After Printing:	125,893	123,724
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**PART
3**

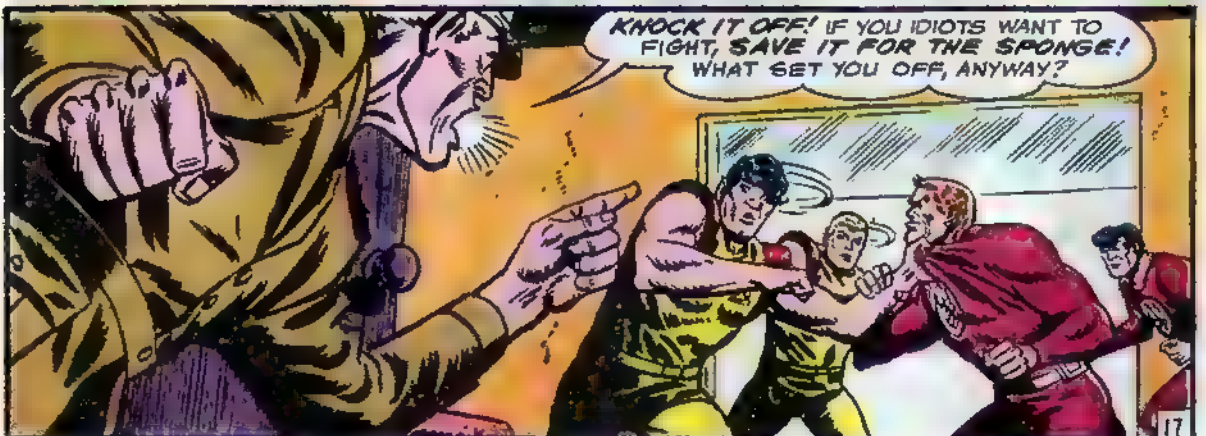
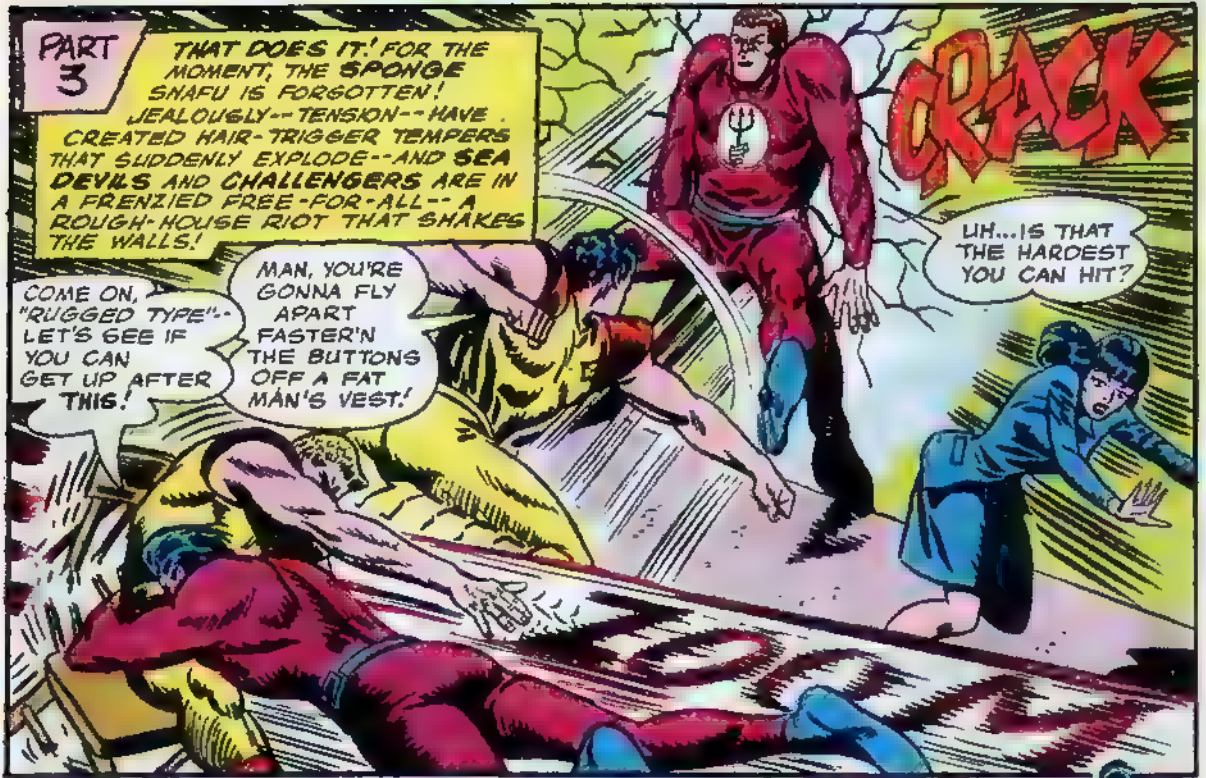
**THAT DOES IT! FOR THE
MOMENT, THE SPONGE
SNAFU IS FORGOTTEN!
JEALOUSLY-- TENSION-- HAVE
CREATED HAIR-TRIGGER TEMPER
S THAT SUDDENLY EXPLODE-- AND SEA
DEVILS AND CHALLENGERS ARE IN
A FRENZIED FREE-FOR-ALL-- A
ROUGH-HOUSE RIOT THAT SHAKES
THE WALLS!**

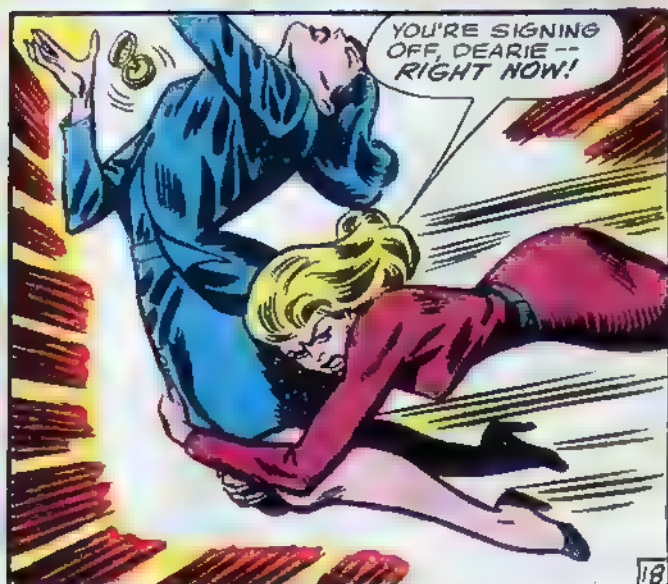
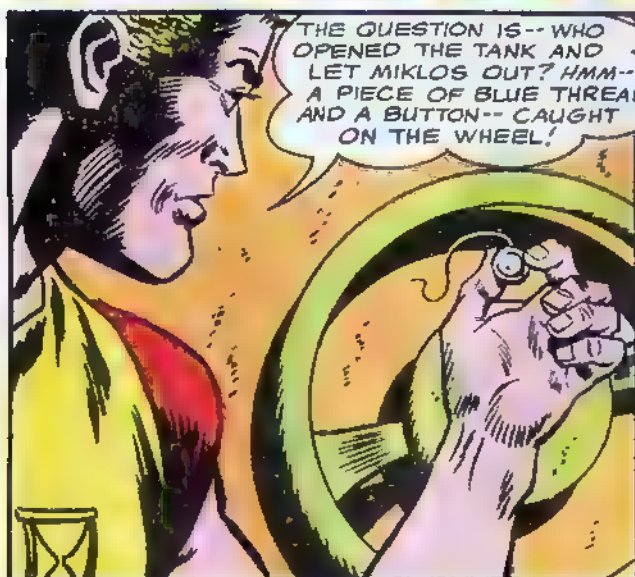
COME ON,
"RUGGED TYPE"--
LET'S GEE IF
YOU CAN
GET UP AFTER
THIS!

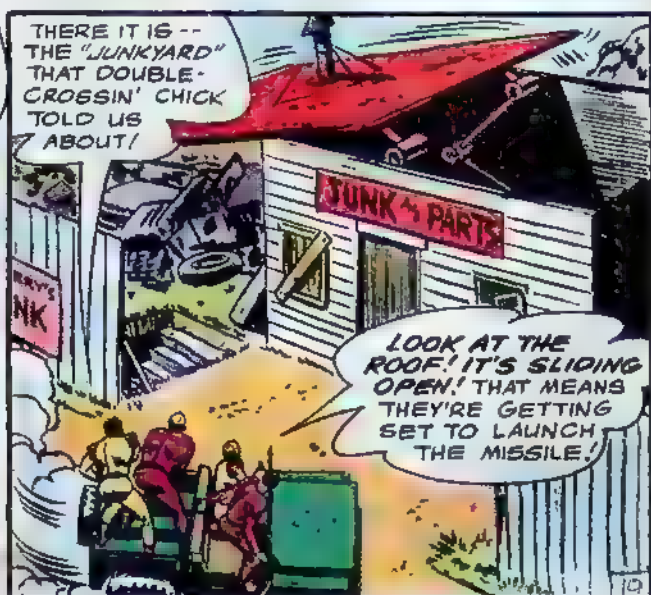
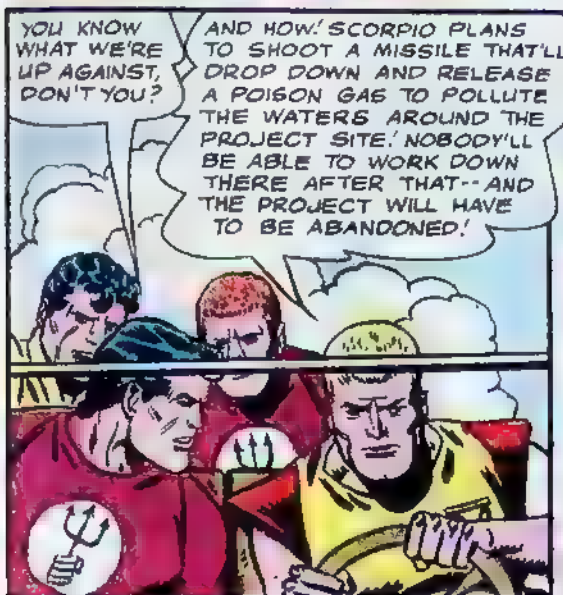
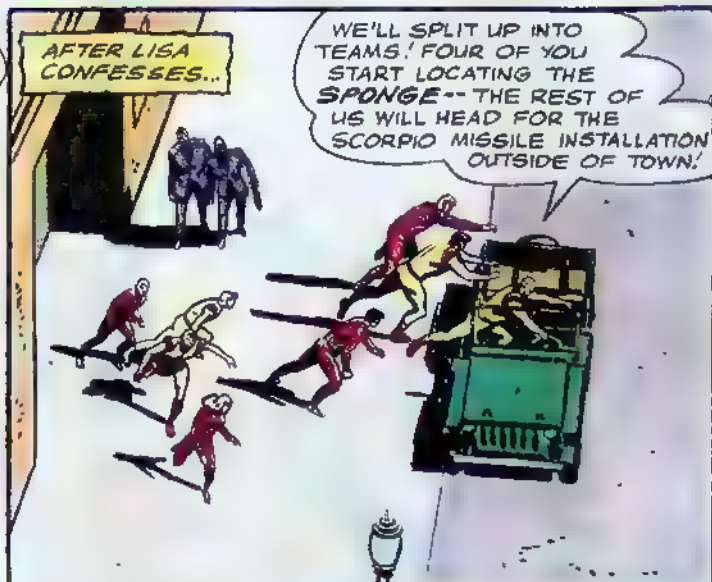
MAN, YOU'RE
GONNA FLY
APART
FASTER'N
THE BUTTONS
OFF A FAT
MAN'S VEST!

CRACK

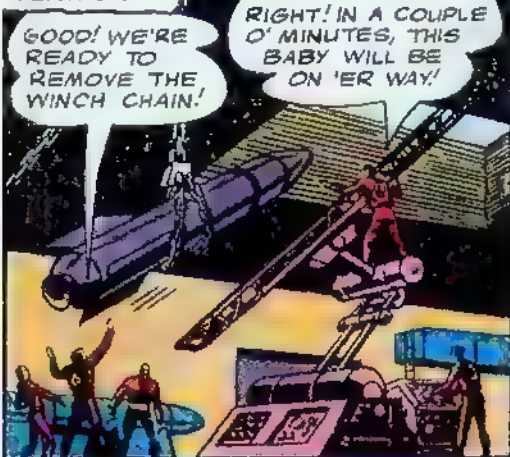
UH...IS THAT
THE HARDEST
YOU CAN HIT?







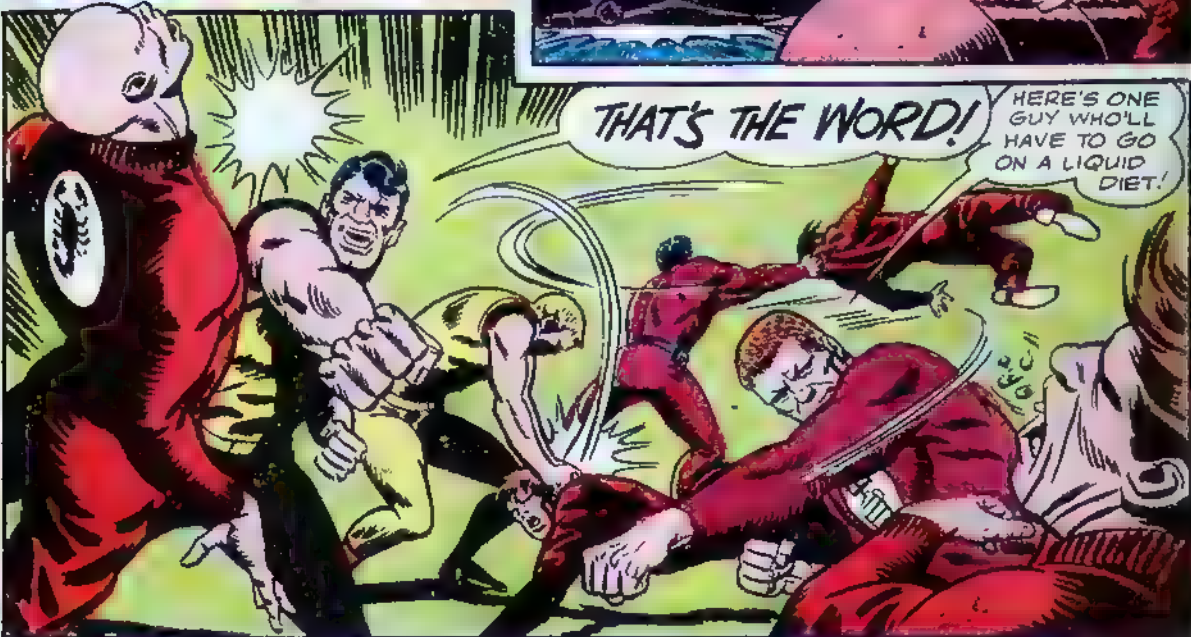
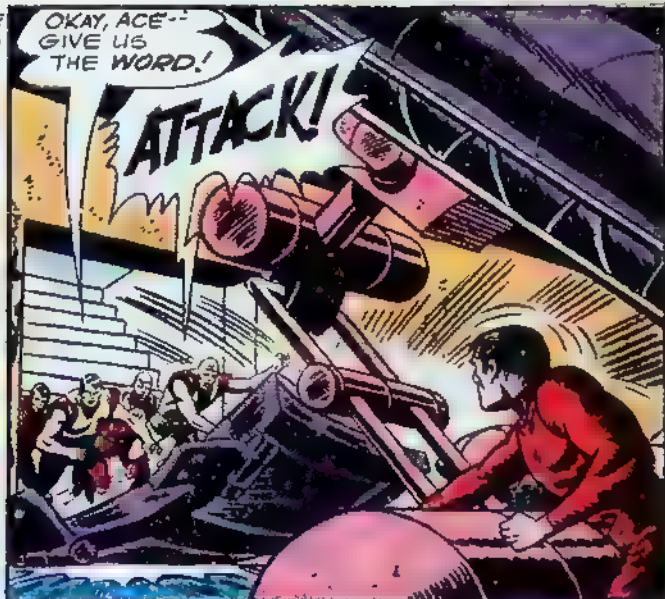
BENEATH THE SHED, THE DEADLY MISSILE IS BEING LOWERED TO THE LAUNCHING PLATFORM...



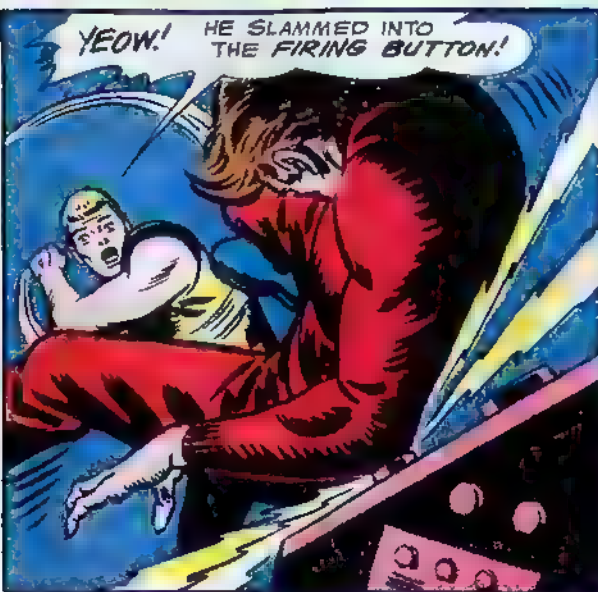
GOOD! WE'RE READY TO REMOVE THE WINCH CHAIN!

RIGHT! IN A COUPLE O' MINUTES, THIS BABY WILL BE ON 'ER WAY!

OKAY, ACE--
GIVE US
THE WORD!



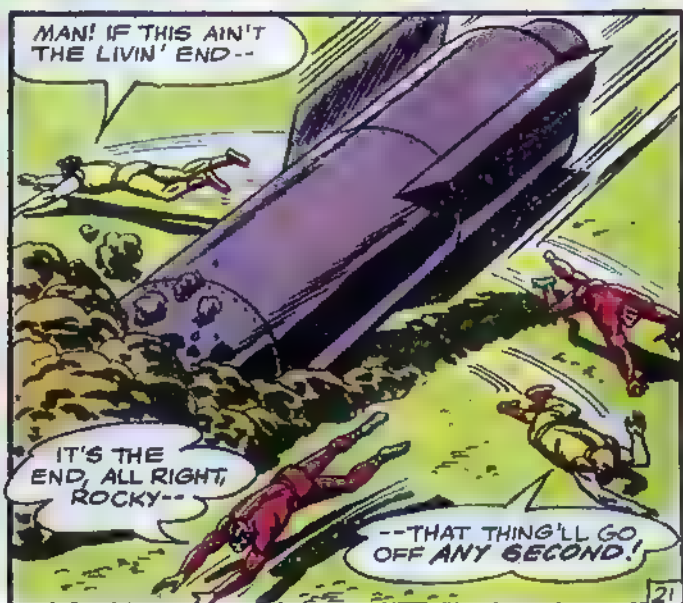
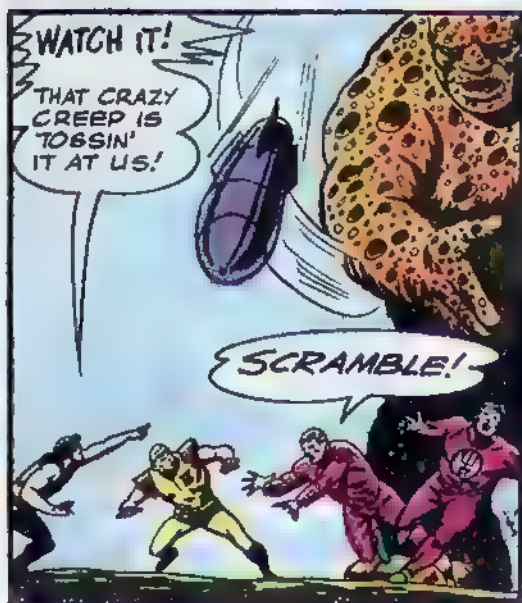
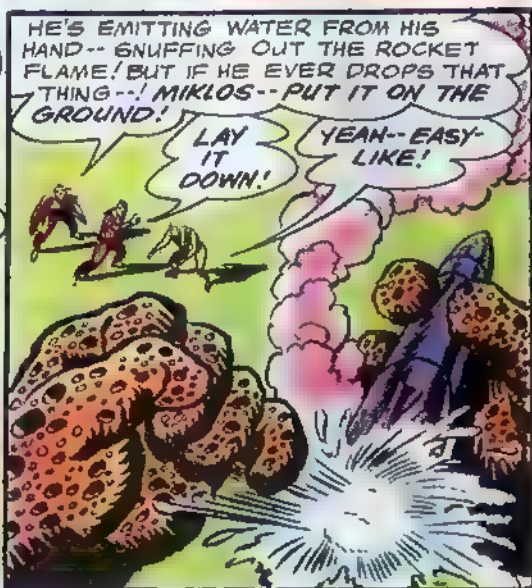
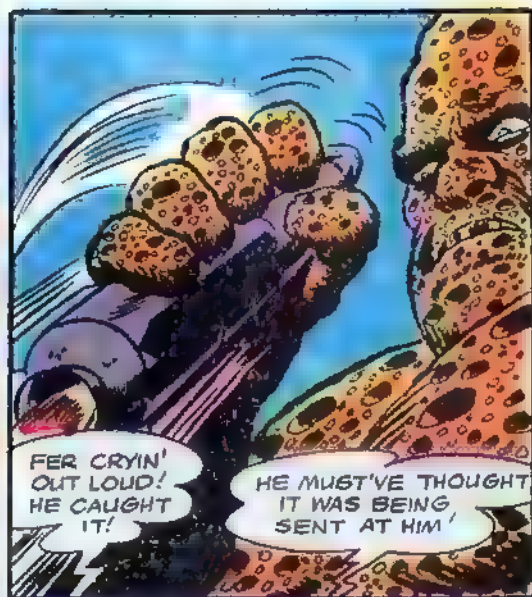
HERE'S ONE GUY WHO'LL HAVE TO GO ON A LIQUID DIET!

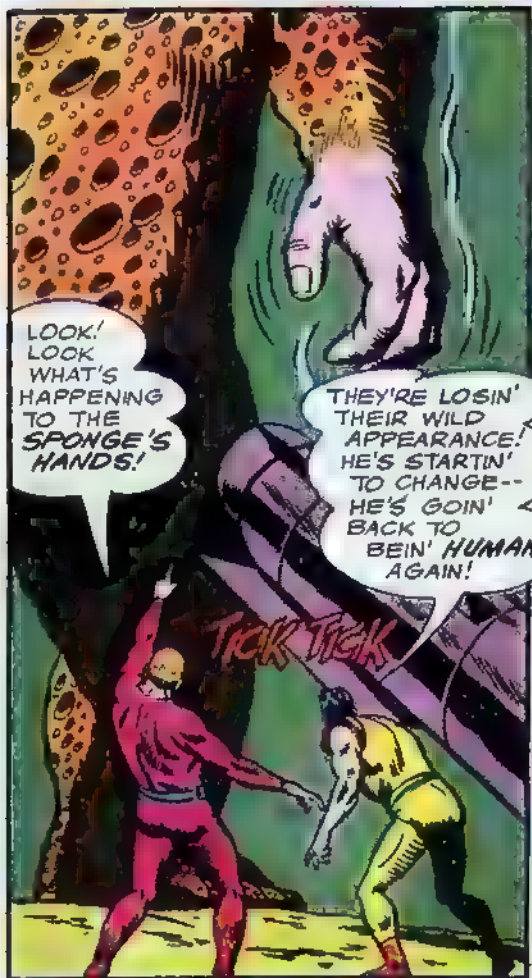
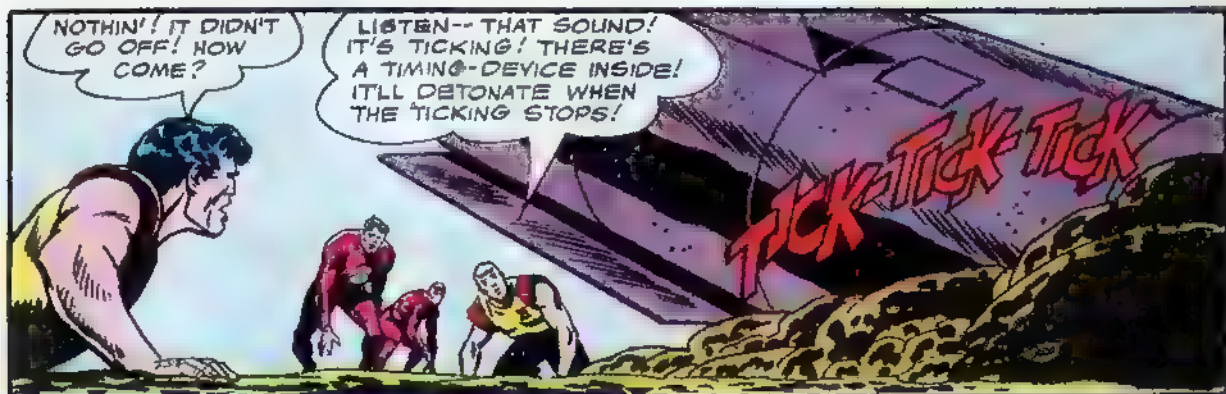


YEOW! HE SLAMMED INTO THE FIRING BUTTON!



THE MISSILE--
IT'S TAKIN' OFF!





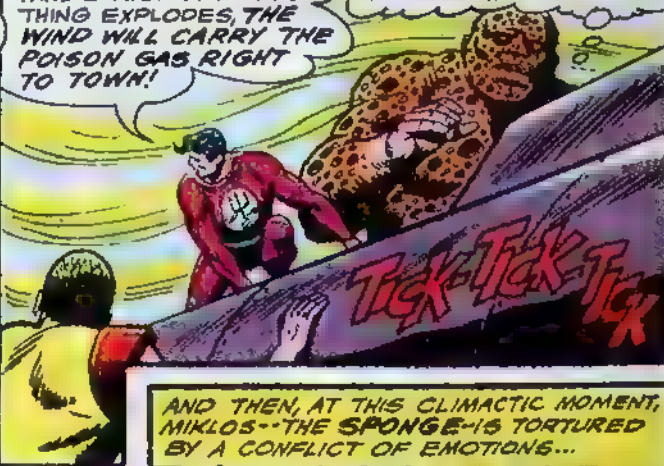
AS THE TRANSFORMATION CONTINUES, THE SPONGE'S BRAIN BEGINS TO CLEAR! ONCE MORE, HIS THOUGHTS ARE THOSE OF A MAN!

THOSE TWO MEN-- THEY'RE ACE AND ROCKY-- MY FRIENDS!

NO TIME FOR MIKLOS NOW--IT'S MORE IMPORTANT THAT I TRY TO GET INTO THIS MISSILE'S INNARDS AND DISMANTLE THE TIMER! BUT THE TROUBLE IS-- IT'S WELDED TIGHT!

WIND'S RISING! IF THIS THING EXPLODES, THE WIND WILL CARRY THE POISON GAS RIGHT TO TOWN!

MISSILE... POISON GAS?



AND THEN, AT THIS CLIMACTIC MOMENT, MIKLOS--THE SPONGE--IS TORTURED BY A CONFLICT OF EMOTIONS...

WHILE I STILL HAVE MY STRANGE POWERS, I COULD STAY AND SAVE THEM! BUT THE POISON GAS WOULD KILL ME! CHANGING BACK-- BECOMING HUMAN AGAIN--IT'S WHAT I HOPED FOR! WHY SHOULD I DIE NOW-- WHEN I CAN REALLY LIVE AGAIN AS MIKLOS?

CONTINUED ON 2ND PAGE FOLLOWING.

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WORTH
85¢

ABRUPTLY...

BOOOM

UPWIND, AWAY FROM THE SPREADING GAS, AS THE SPONGE RELEASES THE WATER HE'D PREVIOUSLY ABSORBED HE LOOKS BACK

NO! I CAN'T LET MY FRIENDS DIE-- AND ALL THOSE PEOPLE IN THE TOWN! I COULDN'T LIVE WITH THAT ON MY CONSCIENCE!

WITH SWIFT STRIDES THE SPONGE RUSHES TO THE SPREADING POISON AND

LOOK! HE'S TAKING ALL THE GAS INTO HIS BODY!

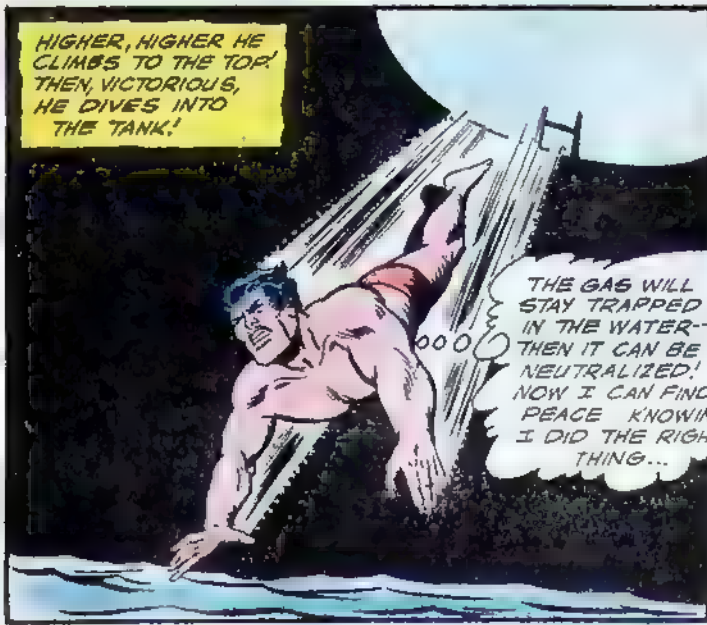
MIKLOS!

MUST HURRY-- BEFORE MY BODY CHANGES BACK ALL THE WAY-- SO I CAN KEEP THE GAS INSIDE ME

MUST GO UP-- BEFORE THE REST OF MY BODY CHANGES! THE POISON GAS... STARTING TO TAKE EFFECT...

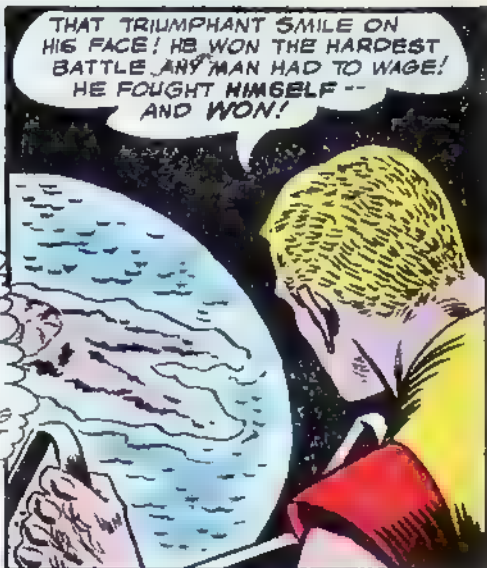
CAN'T LET THE POISON STOP ME NOW.. NOT NOW.. MUST GO UP.. ALL THE WAY-- UP... UP...

HIGHER, HIGHER HE CLIMBS TO THE TOP! THEN, VICTORIOUS, HE DIVES INTO THE TANK!



THE GAS WILL STAY TRAPPED IN THE WATER-- THEN IT CAN BE NEUTRALIZED! NOW I CAN FIND PEACE KNOWING I DID THE RIGHT THING...

THAT TRIUMPHANT SMILE ON HIS FACE! HE WON THE HARDEST BATTLE ANY MAN HAD TO WAGE! HE FOUGHT HIMSELF -- AND WON!



LATER, AT THE ADMIRAL'S HEADQUARTERS...

SIR, I'VE BEEN COVERING THIS STORY FOR THE "AMERICAN NEWS SYNDICATE". AND MY BOSS WOULD LIKE A COMMENT FROM YOU ABOUT THE SPONGE... MIKLOS...

JUST SAY I WAS WRONG ABOUT HIM-- AND THAT MIKLOS DIED A HERO'S DEATH...



MIKLOS MADE UP FOR ALL THE HARM HE CAUSED-- LIKE A SPONGE, HE WIPE THE SLATE CLEAN!



THE END

DYNAMITE'S COMING!

KRYPTON--the planet of **SUPERMAN's** birth **EXPLODED** when the **MAN of STEEL** was an infant! But now, **KRYPTON LIVES**-- and **DIES-AGAIN!** And this time, its destroyer is--**SUPERMAN himself!**

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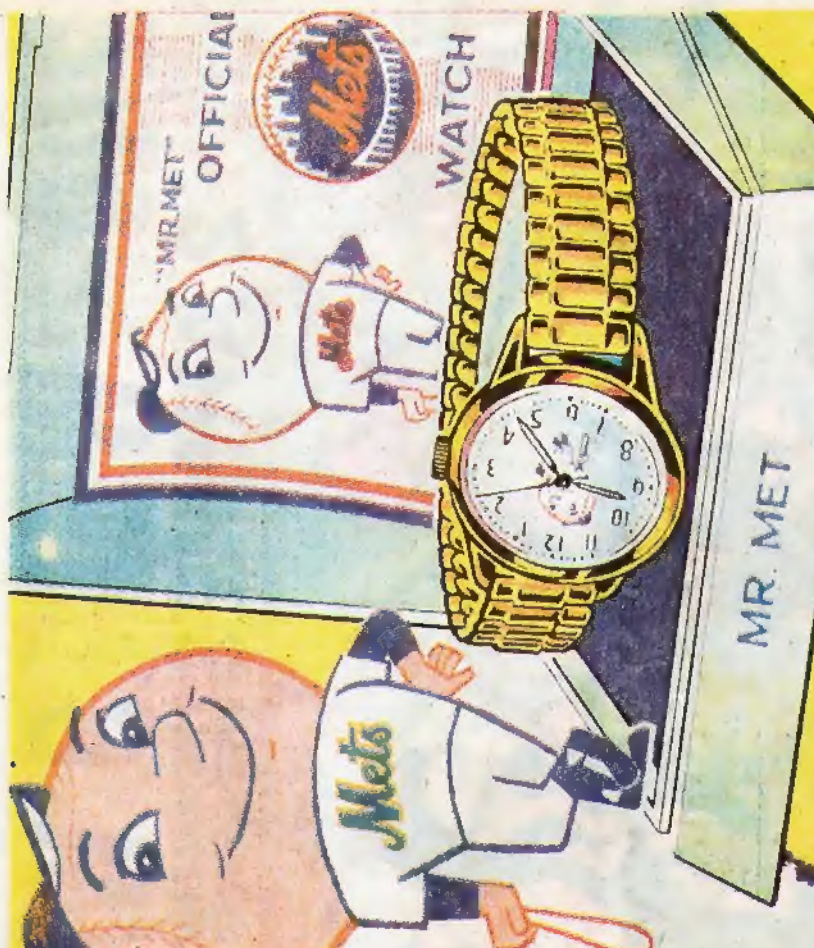
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WITH

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in the BACK YARD!"**

ANDY, I'M SURE GLAD YOU SAW
THAT IDEA ON TV ABOUT THE FUN WE
CAN HAVE WITH G.I. JOE OUTDOORS.

RIGHT, GEORGE. HERE IN
OUR BACK YARD, WE CAN
BUILD REAL HILLS AND
RIVERS AND HAVE A
NATURAL BATTLEGROUND
WITH TREES AND
EVERYTHING!



LET'S START WITH BUILDING A
COMMAND POST ON THAT ROCKY
MOUND—THE TWIGGS WILL
MAKE A DUGOUT.

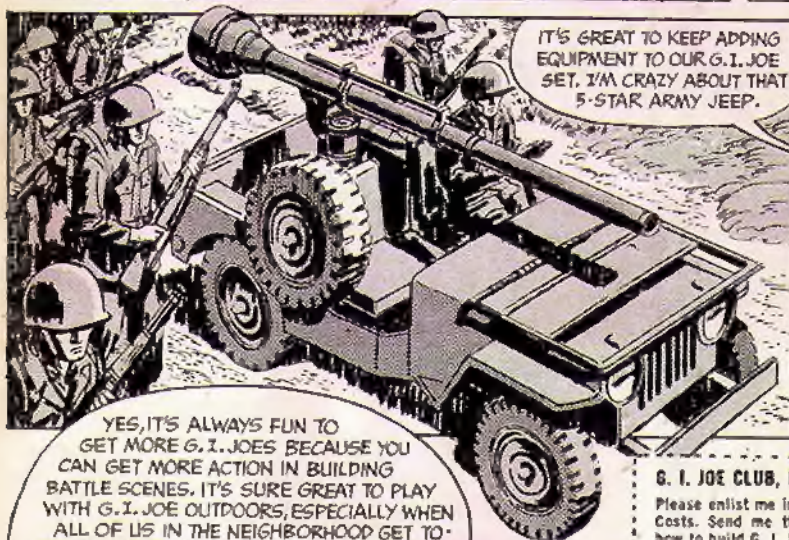


JUST THE SPOT FOR
OUR TENT AND
COMMUNICATIONS
EQUIPMENT.



I'M GOING TO BUILD A
BRIDGE OVER ON THE
OTHER SIDE OF THE HILL
— YOU GET THE JEEP
LOADED WITH OUR
COMBAT SQUAD READY
TO MOVE UP FRONT.

RIGHT, GEORGE, AND
I'LL ASSEMBLE ALL
THE FIRE POWER
TOO. WE'LL BE READY
WHEN YOU ARE.



IT'S GREAT TO KEEP ADDING
EQUIPMENT TO OUR G.I. JOE
SET. I'M CRAZY ABOUT THAT
5-STAR ARMY JEEP.

YOU KNOW WHAT I LIKE ON TELEVISION?
THE WAY THE DRILL SERGEANT SAYS, "1, 2,
3, 4, GOT ONE JOE, GET SOME MORE."
THE MORE G.I. JOES WE HAVE, THE
BIGGER OUR BATTLES CAN BE.



YES, IT'S ALWAYS FUN TO
GET MORE G.I. JOES BECAUSE YOU
CAN GET MORE ACTION IN BUILDING
BATTLE SCENES. IT'S SURE GREAT TO PLAY
WITH G.I. JOE OUTDOORS, ESPECIALLY WHEN
ALL OF US IN THE NEIGHBORHOOD GET TO-
GETHER AND POOL ALL OUR G.I. JOE EQUIPMENT.
NOW IS THE TIME TO GO DOWN TO YOUR
TOY STORE AND SEE ALL THE NEW
G.I. JOE EQUIPMENT INCLUDING THE
SCUBA SUITS AND DEEP SEA DIVER AND
BE SURE TO JOIN THE G.I. JOE CLUB.
(THEY'VE GOT OVER 200,000 MEMBERS
ALREADY.) GET YOUR DOG TAG, G.I.
JOE CATALOGUE AND ALL THE OTHER
MEMBERSHIP GIFTS. SEND IN
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WANT. SWITCH
THEM FROM
ONE TRACK TO
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BY REMOTE CONTROL.



HIT THE ENEMY TANK,
IT FLIPS OVER.



HIT THE PILLBOX,
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BUT IF YOU MISS,
THE PILLBOX FIRES BACK.



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NEED FOR TANK BATTLES: 2 BATTERY-POWERED TANKS, 2 AIR PUMP
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AND EVERYTHING ELSE YOU NEED.



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SWITCH 'N GO
BATTLE SET

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IT'S SWELL.

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